ISSUE 162 | JANUARY 2009

DUNGEON™

A DUNGEONS & DRAGONS® ROLEPLAYING GAME SUPPLEMENT

ISSUE NO. 162

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DUNGEON January 2009

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Don't Let the XP Grind You Down

If you watched the news the week before Christmas, you might have seen weather reports about snowstorms in the Pacific Northwest. I know, I know—up here, we tend to freak out over the least amount of the white stuff, but this was pretty genuine... at least for a city that boasts a fleet of only thirty plows. So the office was closed for a few days due to terrible road conditions, and while I sat home and watched the snow pile up, I got to thinking about snow days past.

I brought this up when we got back to the office, and Bart mentioned an all-D&D marathon during a snow week in his youth. What a blast! When they played—stopping only for food and the occasional nap—they didn't track XP. Their DM would just tell them to level up after a significant period of adventuring had passed. The players didn't even want to bother tracking XP--that took away from the marathon session. And the DM then didn't have to track numbers. When he was ready to up the challenges, he had the players take a few minutes to level up their characters. The idea was that when you're running a D&D marathon, you don't want to spend precious gaming time calculating XP.

The results from last month's question are in. As I, ahem, expected, Against the Giants beat the pants off of Tomb of Horrors, 43% to 37%. Thanks to everyone who participated in the poll!

I think this is brilliant! Don't get me wrong: I don't have a thing against XP. In 4th Edition, it's easier than ever to calculate and dole out. For most campaigns, it's an ideal way to track character progress through the levels. Plus, that sense of anticipation as you creep toward your next level is great fun.

For most groups, XP serves as your barometer for advancement—heck, for the entire campaign's progress! However, that means that for most DMs, on occasion, it can interfere with the story you're trying to tell. I know there have been times in each of my campaigns, past and present, when my characters have advanced more quickly than I expected, and I've needed to tweak encounters on the fly to make them challenging enough. That can be a headache. I've likewise had experiences where groups have missed encounters, often due to smart play, so they haven't advanced as quickly as I thought they would, forcing me to alter encounters in the other direction.

This isn't a big deal in the grand scheme of things, but I love that D&D is a flexible enough game that with the right group, you can just alter the XP system to achieve the same ends. Maybe you increase or decrease XP values by 20% for a few weeks until the PCs' levels are back where you need them. Or maybe you just stop awarding XP for a few sessions until they've finished the adventure they're on and are back on track. (Warning! This approach could be hazardous, and you might find your Mt. Dew spiked with Ex-lax or worse!)

Basically, XP shouldn't be a DM's enemy. Just be sure to keep your group informed. If you're going to fudge the numbers or start dictating when characters level (after a set amount of real-world time, or after in-game way points), let your players know and they'll appreciate you for the heads up..... Or they'll hate your guts and you'll find your favorite mini's decapitated head in your bed one morning. Regardless, the system can handle this quick and easy change.

Heck, I'm sure I'm missing some other easy fixes. Has XP ever limited your game in some way or proved a liability? What's your story? And how did you fix it? Send us your responses to dndinsider@wizards.com!

Fist of Mourning

SCALES OF WAR™

An adventure for 10th-level characters

by Robert J. Schwalb

illustrations by Gonzalo Flores, Goran Josic, Howard Lyon, and Anne Stokes

✦

cartography by Mike Schley

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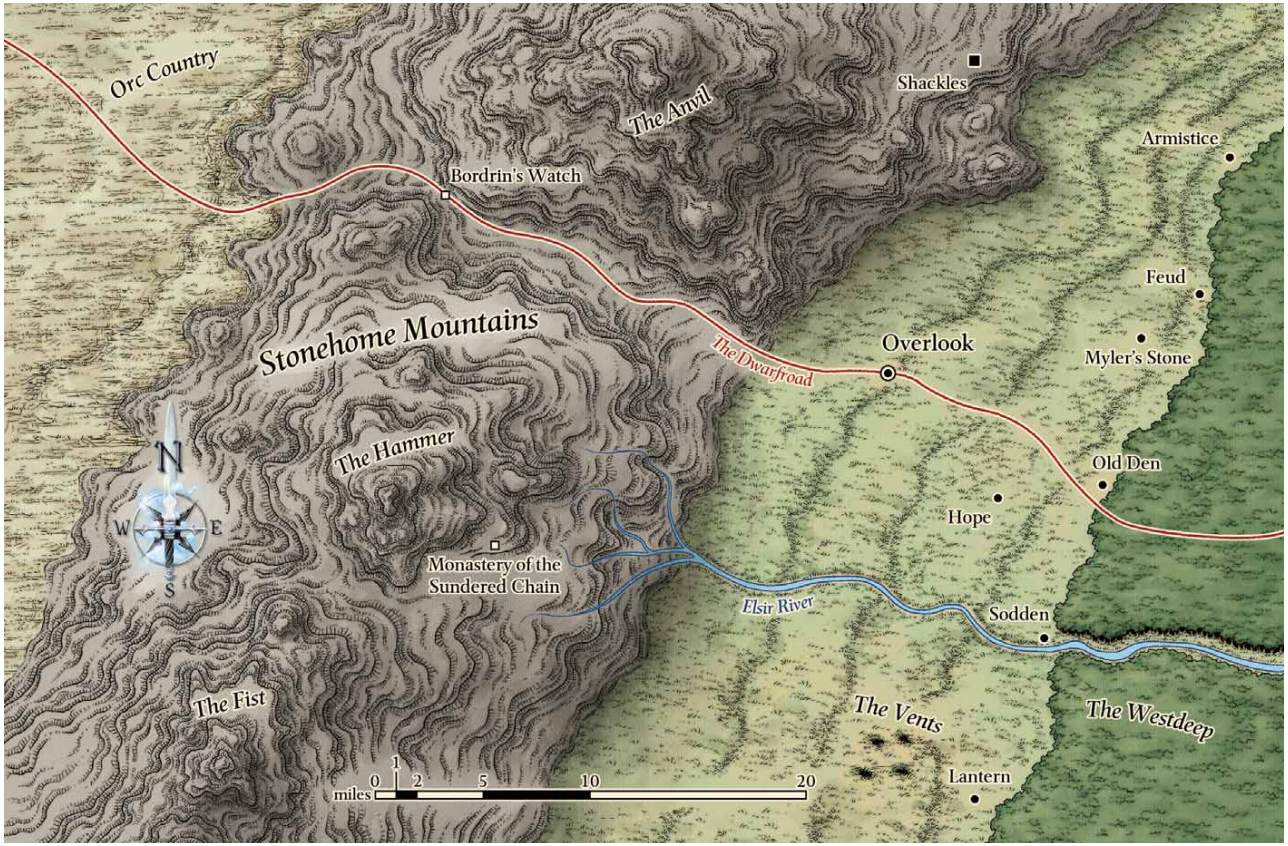
While lords and heroes alike look to the brimming war spilling across the lands, evil blossoms in places unexpected. With the realm, and possibly the world, teetering on destruction's precipice, new factions rise to work their wickedness. One such menace is the Cult of Exquisite Agony, a disturbed cabal dedicated to perfecting mortal flesh by infusing it with the essence of chaos to make it more adaptable, stronger, faster, and better. Gathering in a fallen hero's tomb high in the Stonehome Mountains, this cult commits horrific acts hidden from those who cannot comprehend their effort's magnificent end. Though careful to avoid attention, success's proximity has made them sloppy, and their deeds leave traces those with courage and resolve can follow.

"Fist of Mourning" is a Dungeons & Dragons® adventure for five 10th-level characters. Although designed as a short scenario for adventuring parties participating in the "Scales of War" adventure path, you can adapt it for use in any mountainous region of any game world and for any campaign.



Background

The Cult of Exquisite Agony blossomed and withered many times over the centuries, rising in power, but falling when madness and treachery consumed its greatest leaders. Each time the cult rose, it sought to improve on what the gods themselves had done: remake mortal flesh into something better and attain the full potential they believed was buried within all.

The last time the cult stirred was over a century ago, many miles to the south in the ruins of Zannad. Believing the secrets to their evolution was within the fabled yuan-ti city, they scoured the wreckage with little luck and they, like others before them, succumbed to insanity and malice, turning against each other in an orgy of violence. Not all perished, and at least one escaped to carry the filthy message of transformation to other lands.

One such refugee made it to Overlook, and before her death, she passed on her cult's tenets to loyal followers recruited from local folk. Over the generations, the cult grew, but its leaders did not follow in their founder's steps until one named Obsen came to power 10 years ago. A disturbed man with a taste for the exotic, he believed he gained the power and qualities of everything he ate provided the meal was alive while he consumed it. So he ate plenty and often. It wasn't until he devoured a slaad tadpole, purchased at a high price in Nine Bells—the poor and crime-ridden district in Overlook—that he realized he had the means to attain perfection all along.

For the next 10 years, Obsen and his cronies quietly amassed slaad tadpoles, performed hideous experiments on themselves in dank cellars, stole *residuum* to power their rituals, and made unconscionable pacts with otherworldly beings until they perfected the process. When Tusk's armies marched on Bordrin's Watch, Obsen and the cultists quit the city and marched to an

old tomb under the Fist, a blunted peak in the nearby Stonehome Mountains, where they murdered the witch living there, and recruited heavily from the mountain's denizens until they were strong enough to gather victims for the glorious transformation they would create.

Adventure Synopsis

As close as they are to their goal, the cultists' depraved acts are bound to draw attention. Someone they crossed hires the adventurers to root out the deviants. The player characters climb the mountains and track the cultists to their lair. Once inside, the characters must navigate its perils, learn what the cultists intend, and stop them before their corruption spreads too far.

Starting the Adventure

The adventurers might come to the Fist of Mourning for a variety of reasons. Consider using either one of the following adventure hooks or come up with one of your own.

Hook: Bereft Necromancer

Rufus Crumley might not be popular in Shantytown, but he is still a powerful and feared figure whose influence cannot be overstated. Because he is protected by his dire reputation and his undead thralls, no one has ever dared steal from him in his long years in the city. So when someone breaks into his tower, destroys his zombies, and makes off with his *residuum* stores, the necromancer is quite put out.

Familiar with the adventurers' recent escapades, the necromancer turns to them for help. He offers the characters 2,800 gp (parcel 5) if they recover his *residuum* (worth 1,000 gp). It's not that the necromancer can't purchase more *residuum*; he has a reputation to protect. Characters who stamp out the cult and return the stolen property also earn 2,500 XP for completing a major quest.

Hook: Missing Adventurer

While adventuring in Overlook and in its surrounding lands, the player characters have met and might have rivalries with other adventuring groups. When one such group comes under attack by these cultists, most are slain and at least one is abducted. The lone survivor begs the PCs for help in recovering his missing friends.

The characters must rescue the cult's prisoners from the Fist of Mourning and return them to Overlook. Doing so allows the PCs to earn a reward of 2,800 gp, plus a useful contact in a future adventure if they need it. Also, PCs who destroy the cult in the process earn 2,500 XP for completing a major quest.

The Possible Quests

"Fist of Mourning" offers PCs an opportunity to earn quest XP. Provided here is a list of possible quests, and their rewards, from the hooks in the adventure.

Major Quest—Bereft Necromancer
Rufus Crumley wants his *residuum* back, plus he has a reputation to protect.

Reward: 2,500 XP and 2,800 gp (parcel 5).

Major Quest—Missing Adventurer
Rescue the cult's prisoners from the Fist of Mourning and return them to Overlook.

Reward: 2,500 XP for the cult's destruction and 2,800 gp (plus a useful contact in a future adventure if they need it).

Treasure Preparation

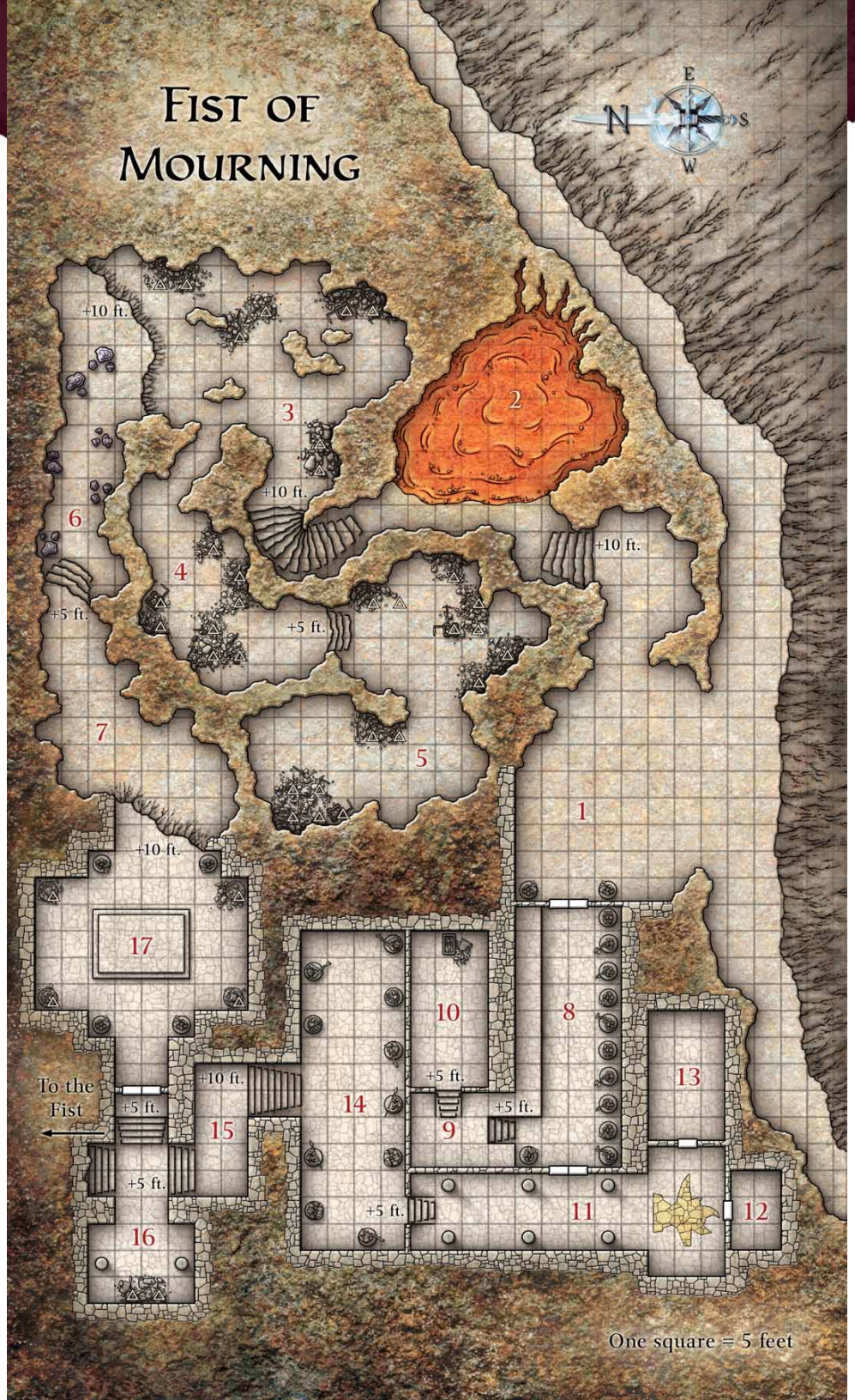
Since this adventure should help 10th-level adventurers make up any shortfalls to reaching 11th level, stock the dungeon with treasure parcels you have yet to give out for this level. "Fist of Mourning" assumes the characters are already halfway to their next level, so the adventure supplies five treasure parcels. Adjust this as needed to make sure the characters receive the proper treasure for their levels. Magic items, coins, goods, and other valuables are described in the room summaries and the parcels they represented are included for your convenience. As always, where the text specifies a magic item, you should feel free to swap it out with an item from your players' wish lists.

Part One: On Evil's Trail

Once the characters are engaged in the adventure, you might start at the entrance to the Fist and proceed with the adventure as written. Or you can develop the story more slowly by roleplaying through the process by which the heroes are hired, learn about the cult, and track the cultists to their lair. What follows are tools to help you develop the adventure more slowly. If you choose to use these skill challenges, consider removing the Outraged Dead encounter on page 19 to keep the XP in line.

Skill Challenge: SC1 Investigating the Cult (page 11).

Skill Challenge: SC2 Travel to the Fist (page 12).



Part Two: The Fist

The Fist stabs out from a high peak in the Stonehome Mountains. Named for its uncanny resemblance to a closed fist, it marks Murat's grave, a hero who fell in the dwarf uprising against the giants. The dwarves abandoned the tomb centuries ago when cruel winter storms, orcs, and other mountain-dwelling horrors became too great to maintain it safely. In recent years, a filthy hag claimed squatter's rights and made the place her home. However, even her gruesome appearance and sinister appetites weren't enough to deter the cult from taking it for themselves, and she met a terrible end in the bottom of a ravine when she tried to resist.

The tomb consists of the dungeon's western tunnels and chambers. They exhibit fine dwarven architecture still in good repair even after long neglect. The eastern chambers are crude since they were hand and tool-excavated. Orc miners, who serve the cult much as they served the mountain witch before, chip away at the granite for silver, gems, and anything else they might extract from the unyielding rock.

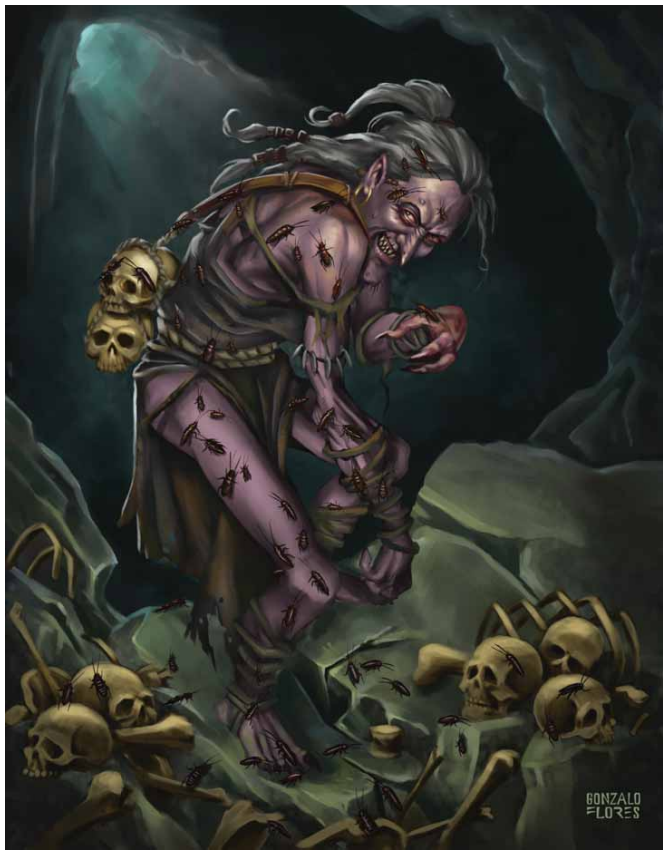
General Features

Illumination: Rooms are all dark unless otherwise mentioned in the encounter text.

Ceiling: Ceilings in the complex are as tall as their widest dimension.

Doors: Constructed from stone, the doors all bear intricate carvings featuring dwarves battling orcs, ogres, and giants. The doors are all unlocked, but such is their weight that it requires a standard action and a successful DC 10 Strength check to open them.

Stairs: Whether crude or fine, stairs all count as difficult terrain.



1. Cave of the Mountain Witch

This room housed the mountain witch, the cruel hag who claimed the tomb as her lair. The cult murdered her and enslaved her minions.

When the PCs can see into the room, read:

An opening in the mountain extends into a wide cave. To the west, two statues carved to depict armored dwarves flank old, weathered stone doors. To the east, a tunnel opens into a deeper chamber. What at first looks to be a mound of furs rises, revealing a wrinkled crone complete with a jutting chin, milky white eyes, and one black tooth in the center of her mouth. She cackles as she hobbles toward you.

The crone is an oni mage in service to the cult. It assumes the hag's appearance in case any mountain folk come to trade or seek a remedy from the now-dead wizened monster. The oni plays the part well, pretending to be an unhinged and repellent creature, offering to cure the party's ills, trade for information, and so on, using Bluff to maintain the deception (+15 check modifier). The oni mage denies the Cult's presence here, but if the characters are insistent, it drops the disguise and attacks.

Tactical Encounter: F1 False Witch (page 13).

Treasure (Parcel 9): The cultists left the hag's personal treasures alone when they took over the place, though they tucked them away in a niche in the center of the north wall. A character who succeeds on a DC 16 Perception check locates a sodden sack containing a rotting human hand, 90 gp, a garnet (worth 100 gp), a ritual scroll of Detect Lies (worth 360 gp), a *potion of healing*, and a *caustic whetstone* (AV 190).

2. The Furnace

Early excavations exposed a pocket of hot gasses fed by a pool of molten rock. The liquid stone has cooled somewhat to form a thin crust over the fiery substance.

When the PCs enter this room, read:

Dim light shines up from a cavity filling the room's eastern extent. The ceiling is smooth stone. A path winds around the cavity and it exits through a fissure in the north wall.

Tactical Encounter: F1 False Witch (page 13).

Characters who succeed on a DC 11 Perception check can hear the sound of metal striking stone coming from room 3.

3. Excavation

The orc miners work this room to extract precious metals and gemstones.

Tactical Encounter: F2 Infested Mine (page 15).

4. Deeper Chamber

While the orcs served the hag, they dug out this chamber searching for gold and silver. When they found nothing, they changed direction. Now, aside from a few broken tools, this room is empty.

When the characters enter this room, they can hear chanting echoing from the chamber ahead with a successful DC 10 Perception check.

5. Deep Mine

The orc miners abandoned this room when they found nothing of value. Once the cultists moved in, they erected an idol to embody their perverse vision and awakened it with elemental power and foul rituals. Now, at all times, cultists gather to pay their respects.

Tactical Encounter: F3 Entropic Thralls (page 17).

Treasure (Parcel 7): Piled around the suppurating eidolon are 1,000 gp, a topaz (worth 500 gp), and two peridots (worth 100 gp each).

6. Gauntlet

Stalagmites cover the floor, rising up between pools of mineral-rich water formed from dripping stalactites overhead. The characters can take an extended rest in this room since the undead do not emerge from room 7 and no other denizens are likely to come here due the undead's proximity.

7. The Dead Room

The undead here were once dwarves, but they have awoken in death from their tomb's violation—an act not even the hag would have dared. The undead creature's efforts to oust the cultists have failed and thus they have gathered here to plan their next move. Their undead states make them completely unreasonable, and under most circumstances, they attack living creature entering this room.

Tactical Encounter: F4 Outraged Dead (page 19).

If the PCs spoke with Murat in room 10 and reveal this fact to the undead, proving it by showing the item they gained from the ghost, the undead break off the attack because they now see the adventurers as allies. The undead offer to help the PCs take on the remaining cultists in the complex, but they do not wait for the PCs to take short or extended rests; they continue if the PCs tarry.

8. Hall of the Fallen

This room once honored Murat, the dwarf champion whose remains are interred here, by celebrating his mortal achievements and capturing them in stone carvings adorning the walls.

When the PCs can see this room, read:

Stone statues depicting dwarf warriors stand in a row against this room's southern wall. Opposite, a ledge rises 10 feet off the floor. The ceiling and walls feature runic inscriptions. Double doors stand at the end of the chamber.

Once the characters enter this room, the cultists spill out to attack.

Tactical Encounter: F5 Hideous Cultists (page 20).

Runic Inscriptions: Chiseled in Davek script, the inscriptions tell of Murat's mortal deeds, each more fantastic than the last. Characters who spend at least 5 minutes reading the inscriptions gain a +2 bonus to Diplomacy checks made against Murat's ghost in room 10.

9. Stained Landing

Old blood stains the flagstones covering the landing. Several cultists met grisly ends here before their allies drove off the undead now lurking in room 7.

Tactical Encounter: F5 Hideous Cultists (page 20).

10. Tomb of the Dwarf Lord

The dwarves interred Murat here. Although dead, his spirit lingers on and rises if the room is disturbed.

Skill Challenge: SC3 Congress with the Dead (page 22).

11. Hall of the Golden Anvil

This hall honors those who fell during their service to Murat. Aside from a massive golden hammer inscribed on the floor and walls covered with accounts of ancient battles chiseled in the Davek script, this room is empty.

12. Servants' Tombs

Murat's favored servants were interred in this chamber when they died. A dozen openings, each big enough for a corpse, pierce the eastern, southern, and western walls. Most contain bones, but a few are suspiciously empty.

13. Warriors' Tombs

This room holds the remains of Murat's favored cohorts. Twenty or so openings pierce the southern, eastern, and northern walls. As with the Servants' Tombs, most hold bones, but a few have been emptied.

14. Hall of Victories

Honoring Murat's greatest victories, stone statues depicting the monsters the dwarf defeated in battle stand in rows across the center of the room.

When the PCs can see into this room, read:

A wide hall contains statues that depict a bestiary of terrible monsters, and these statues run across the center of the room. Beyond them, a flight of stairs leads up into darkness.

Tactical Encounter: F6 Living Statues? (page 23).

15. Dark Landing

Aside from the unnatural darkness shrouding this landing, this area connects the upper level to the lower chambers.

16. Defiled Chapel

When pilgrims came to the Fist of Mourning, they attended services in this small chapel dedicated to Moradin. Its sanctity made it the cult's first targets and they defiled the room.

When the PCs can see into this room, read:

This room was clearly once a chapel, because an altar bearing Moradin's hammer and anvil stands at the end, but blood, bloated corpses, and buzzing flies testify to the atrocity committed here.

The corpses belong to humans, dwarves, and other humanoid prisoners. Each has been savagely hacked apart and left to rot. Entrails cover the altar in an act of defilement.

If the characters clean up the mess by removing the corpses and removing the offal and blood, they each regain 1 healing surge for their efforts.

17. Hall of Horror

The hall of horror is the final room in the complex, and it serves as the location where the cult performs its most wicked acts.

When the PCs enter this room, read:

In the dim light cast by glowing gelatinous curtains shrouding a raised platform in the center of the room, you can take in the full horror of what the cult intends. Suspended in the jellied mass are dark shapes, struggling against the foul tendrils pumping corruption into their bloated bodies. In the center, arms raised, stands a swollen mass, dark shapes blooming and writhing on the silhouette's body. Chanting sounds from within, presumably from the figure you see.

Tactical Encounter: F7 Beyond the Pale (page 25).

Survivors: If you used the "Missing Adventurer" hook, the characters might be able to rescue a few of the survivors. Each is infected with chaos phage and must be treated if they are to survive.

Treasure (Parcels 3 and 5): The cult's treasures include a +3 *orb of indisputable gravity*, a chest filled with 1,800 gp, and a fat fire opal (worth 1,000 gp). If the PCs were sent to recover the *residuum*, it's held here too in a silver chalice with the opening sealed with black wax. In addition, a few old tomes, scrolls, and manuscripts contain mad ravings from dead predecessors. The writings are worthless to anyone outside the cult and characters who destroy them might prevent another group from rising in this group's place.

Conclusion

Defeating the cultists, freeing the prisoners, or recovering the stolen *residuum* brings the adventure to its end. Although wiped out due to the heroes' efforts, the Cult of Exquisite Agony doesn't need to vanish entirely from your campaign if you don't wish it to. Their profane writings might escape the PCs' torches, and might be found later by an enterprising adventurer with dubious morals. Or, some might still hide in Overlook, working their wickedness within the city. Whatever you decide, these twisted villains might yet have a part to play in the heroes' uncertain future.

SC1: Investigating the Cult

Level 11 (1,200 XP)

Setup

Begin by reading the following:

So, you have your task. Now you've chosen to investigate elements of it.

At this point, find out what the PCs are researching and how, and then begin the skill challenge.

Investigating the Cult **Level 11**
Skill Challenge XP 1,200

Overlook harbors many secrets, hidden designs, and obscene stratagems. Sifting through the lies and prowling the streets might reveal the information you seek.

The adventurers gather information, research dusty tomes, or tap contacts for more information about the villains in this adventure.

Complexity

2 (requires 6 successes before 3 failures).

Primary Skills

History or Religion, Stealth, Streetwise.

Other Skills

Arcana, Bluff, Diplomacy, Intimidate.

Victory

The adventurers learn about the Cult of Exquisite Agony and the information described under "Background" on page 5. In addition, the PCs learn where these insane people hide.

Defeat

The adventurers attracted unwanted attention and the cult sends a red slaad (see page 25 for statistics) after them to encourage them to give up their line of questioning.

History or Religion DC 21 (1 success, 1 maximum)

A success allows the characters to make Arcana checks. A failed check also opens up the Arcana skill, but the DC is 21.

The PC recalls the more prominent cults known to have worked in this area.

Stealth DC 16 (1 success, 2 maximum)

During the skill challenge, at least one character must make a Stealth check until 2 successes are achieved. A failed check counts as 2 failures.

The PC skulks through the shadows to avoid attracting unwanted attention.

Streetwise DC 16 (1 success, no maximum)

A success makes available the Bluff, Diplomacy, and Intimidate skills.

The PC snoops around, greases some palms, and questions locals about recent cult activities.

Arcana DC 16 (1 success, 1 maximum)

A success grants the characters the cult's name.

The PC recalls a useful fact about one of the cults mentioned.

Bluff DC 16 (1 success, no maximum)

A failed check increases the DC of Diplomacy checks by 2.

The PC makes false promises to find the information required.

Diplomacy DC 16 (1 success, no maximum)

The PC bargains with an informant to learn more about the cult and its lair.

Intimidate DC 16 (1 success, no maximum)

A failed check counts as 2 failures.

The PC roughs up some locals to find the information sought.

SC2: Travel to the Fist

Encounter Level 11 (1,800 XP)

Setup

Begin by reading the following:

You have started your journey to the Fist of Mourning. What dangers lie before you during this trip?

At this point, begin the skill challenge.

Travel to the Fist	**Level 11**
Skill Challenge	XP 1,800

You navigate mountain trails, avoiding obstacles and hidden perils to reach the Fist of Mourning.

To reach the cult's lair, the adventurers must navigate the mountains' perils.

Complexity

3 (requires 8 successes before 3 failures).

Primary Skills

Endurance, Nature, Perception, Stealth

Victory

The characters reach the Fist of Mourning without attracting attention.

Defeat

The characters are spotted during their ascent and 2 warped cultists and 4 wretched and unclean attack the PCs while on the mountain path (see pages 15 and 18 respectively for statistics). The battlefield should feature a 3-square wide trail running west to east. The north side of the trail is the mountain's face, while the south side drops 80 feet to another trail below.

Endurance DC 16 (1 success, no maximum)

Each turn in the challenge, at least two characters must make Endurance checks. A failed check results in 2 failures and each PC loses one healing surge.

The PC resists the hardships of traveling through the mountains.

Nature DC 16 (1 success, 4 maximum)

At least one character must make a Nature check each turn. A failed check indicates each PC loses 1 healing surge in addition to counting as a failure.

Using superior survival skills, the PC helps navigate around deadfalls, locate shortcuts, and identify hidden dangers.

Perception DC 10 (0 successes)

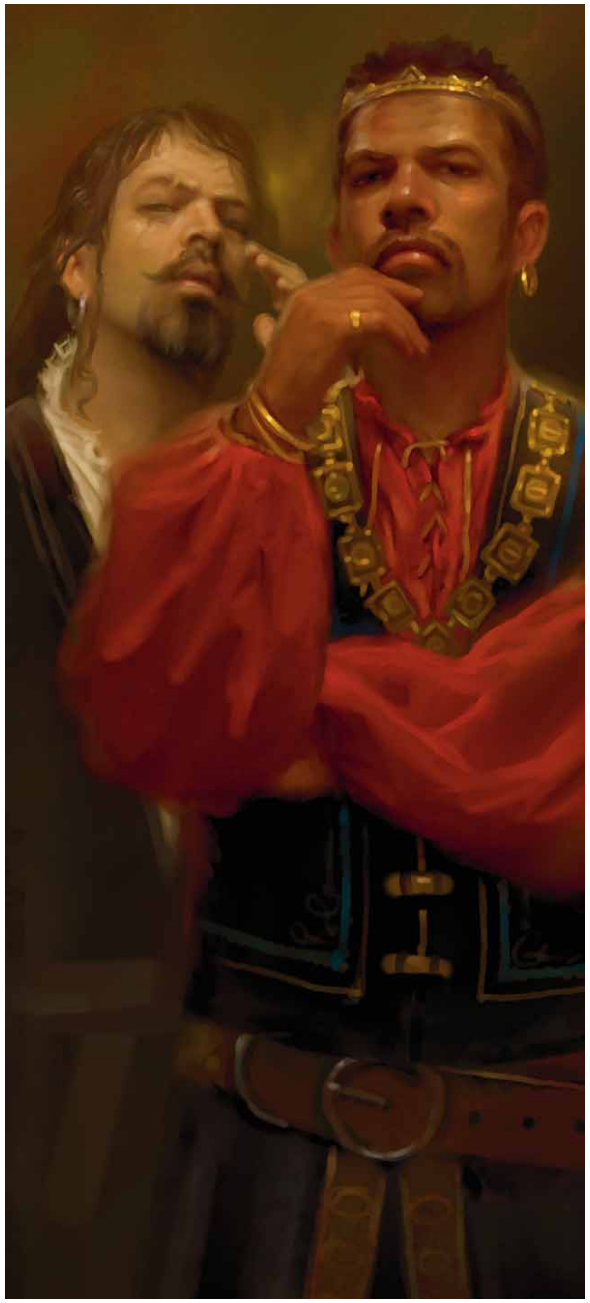
Using this skill doesn't count as a success or failure for the challenge. Instead, it grants a +2 bonus or a -2 penalty to the next character's Endurance or Nature check.

The PC's keen eyes find a way to ease the trek.

Stealth DC 21 (1 success, no maximum)

At least two characters must make a Stealth check each turn.

The PC conceals his or her movements to avoid being detected.



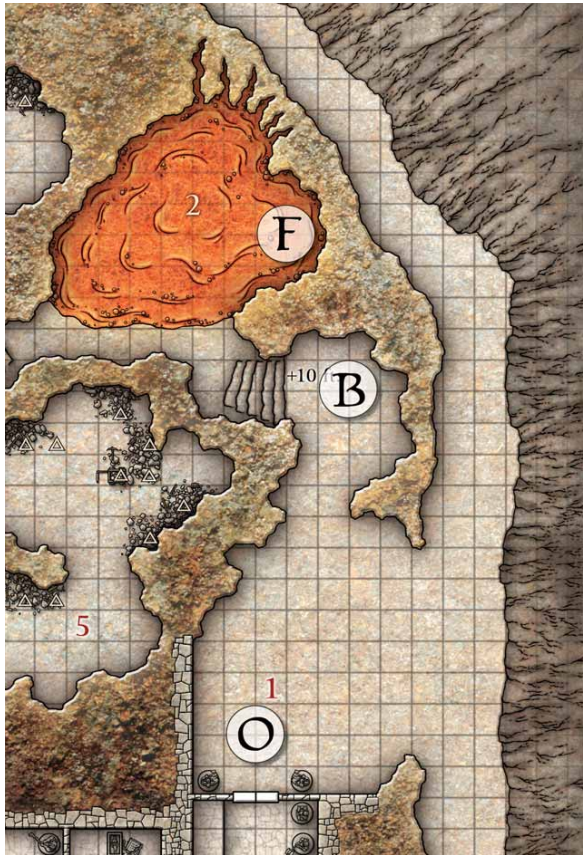
F1: False Witch

Encounter Level 9 (2,400 XP)

Setup

1 bulette (B)
1 firelasher (F)
1 oni mage (O)

The oni mage pretends to be the hag said to dwell here. It drops the façade if adventurers press it with too many questions or if they see through its disguise.



Don't place the bulette or the firelasher on the tactical map. The bulette joins the battle at the start of the second round, and the firelasher joins the fight in the third round.

When the oni mage drops its disguise, read:

The hag's form melts away to reveal a mail-clad blue humanoid easily 9 feet tall. Horns sprout from its head and its baleful red eyes glow. It spits a curse your way as it reaches for the greatsword strapped to its back.

Features of the Area

Illumination: If it's day, the western portion of room 1 has dim light. Otherwise, room 1 is dark. Room 2 is dark regardless. Once the firelasher joins the fight, it sheds bright light in a 20-square radius.

Ceiling: The ceilings throughout the encounter area are 20-feet tall.

Molten Pit: A molten pit takes up much of room 2. It descends 30 feet to a thin crust covering magma. A fall from the ledge deals 3d10 damage, and characters starting their turns in the pit take 10 fire damage. If a character starts three consecutive turns in the pit, he or she breaks through the crust, plunges into the lava, and is slain instantly.

Statues: Flanking the double doors in the western wall are two identical statues. Each depicts a dwarf wearing plate armor and holding a greataxe in both hands, the blades between their stone feet. Dwarf characters in spaces adjacent to the statue gain a +1 power bonus to attack rolls.

When the bulette appears, read:

The ground erupts as an armored beast breaks through the rock, its predator's eyes glinting with hunger.

When the firelasher joins the fight, read:

A swirling ball of fire spins out of the darkness, and you can just make out monstrous features in its elemental form.

Oni Mage (O)	**Level 10 Elite Lurker**
Large natural humanoid	XP 1,000
Initiative +10 **Senses** Perception +7; darkvision	
HP 172; **Bloodied** 86	
AC 26; **Fortitude** 25, **Reflex** 24, **Will** 24	
Saving Throws +2	
Speed 7, fly 8 (clumsy)	
Action Points 1	
⊕ **Greatsword** (standard; at-will) ✦ **Weapon**	
Reach 2; +15 vs. AC; 2d6 + 6 damage.	
Freezing Blast (standard; recharge ⚅) ✦ **Cold**	
Close blast 5; +15 vs. Fortitude; 1d8 + 6 cold damage, and the target is slowed (save ends).	
Lightning Storm (standard; recharge ⚄ ⚅) ✦ **Lightning**	
Area burst 2 within 10; +15 vs. Reflex; 2d6 + 4 lightning damage.	
Combat Advantage	
An oni mage deals 1d6 extra damage on melee attacks against any target it has combat advantage against.	
Deceptive Veil (minor; at-will) ✦ **Illusion**	
The oni mage can disguise itself to appear as any Medium or Large humanoid. A successful Insight check (opposed by the oni's Bluff check) pierces the disguise.	
Invisibility (standard; at-will) ✦ **Illusion**	
The oni turns invisible until it attacks.	
Alignment Evil **Languages** Common, Giant	
Skills Arcana +14, Bluff +15, Insight +12	
Str 22 (+11) **Dex** 13 (+6) **Wis** 14 (+7)	
Con 20 (+10) **Int** 18 (+9) **Cha** 21 (+10)	
Equipment chainmail, greatsword	

Bulette (B) **Level 9 Elite Skirmisher**
Large natural beast XP 800
Initiative +7 **Senses** Perception +5; darkvision, tremorsense 20
HP 204; **Bloodied** 102; see also *second wind*
AC 27; **Fortitude** 26, **Reflex** 21, **Will** 21
Saving Throws +2
Speed 6, burrow 6; see also *earth furrow*
Action Points 1

Bite (standard; at-will)
Before it bites, the bulette can make a standing long jump (as a free action) without provoking opportunity attacks: +14 vs. AC; 2d6 + 7 damage, or 4d6 + 7 damage against a prone target.

Rising Burst (standard; at-will)
Close burst 2; the bulette sprays rock and dirt into the air when it rises out of the ground: +13 vs. AC; 1d6 + 7 damage.

Earth Furrow (move; at-will)
The bulette can move its burrow speed just below the surface of the ground, avoiding opportunity attacks as it passes underneath other creatures' squares. As it burrows beneath the space of a Medium or smaller creature on the ground, the bulette makes an attack against the creature: +8 vs. Fortitude; on a hit, the target is knocked prone.

Ground Eruption
The squares into which a bulette surfaces and the squares it leaves when it burrows underground become difficult terrain.

Second Wind (standard; encounter) ✦ **Healing**
The bulette spends a healing surge and regains 51 hit points. It gains a +2 bonus to all defenses until the start of its next turn.

Alignment Unaligned **Languages** –
Skills Athletics +16, Endurance +15
Str 24 (+11) **Dex** 13 (+5) **Wis** 12 (+5)
Con 22 (+10) **Int** 2 (+0) **Cha** 8 (+3)

Firelasher (F) **Level 11 Skirmisher**
Large elemental magical beast (air, fire) XP 600
Initiative +12 **Senses** Perception +5
HP 108; **Bloodied** 54
AC 25; **Fortitude** 21, **Reflex** 25, **Will** 20
Immune disease, poison; **Resist** 25 fire
Speed fly 8 (hover)

Fire Lash (standard; at-will) ✦ **Fire**
Reach 2; +14 vs. Reflex; 2d8 + 5 fire damage.

Wildfire Cyclone (standard; recharge ⚄ ⚅) ✦ **Fire**
Close burst 2; +14 vs. Reflex; 2d6 + 5 fire damage, and the target is pushed 1 square and knocked prone. *Miss:* Half damage, and the target is neither pushed nor knocked prone.

Whirlwind Dash (standard; recharge ⚅) ✦ **Fire**
The firelasher can move twice its speed. It can move through spaces occupied by other creatures without provoking opportunity attacks. It must end its move in an unoccupied space. Any creature whose space the firelasher enters takes 10 fire damage.

Mutable Shape
The firelasher can squeeze through spaces as though it was a Medium creature.

Alignment Unaligned **Languages** Primordial
Str 11 (+5) **Dex** 21 (+10) **Wis** 11 (+5)
Con 12 (+6) **Int** 7 (+3) **Cha** 8 (+4)

Tactics

When the oni mage drops *deceptive veil*, it uses *freezing blast* to catch the largest group of characters and then spends an action point to use *invisibility*. It flies into the room where the bulette hides and waits to press the attack for when its reinforcements arrive. Once the bulette closes, the oni mage uses *lightning storm* against any controllers, thus ending its *invisibility*. While waiting for its area and close attacks to recharge, it uses *invisibility* and makes greatsword attacks every other round against strikers and controllers. The oni mage flees to room 3 to warn its allies if reduced to 40 hit points or fewer.

The bulette lacks subtlety. On its initiative during the second round, it burrows 3 squares (solid rock) and makes a *rising burst* attack when it surfaces in the eastern chamber. (Note the area where it surfaced; it counts as difficult terrain.) It then spends an action point to make a bite attack, making a standing long jump as a free action to reach the next closest enemy. Each round thereafter, the bulette uses *earth furrow* and surfaces to bite an enemy whenever its movement knocks an enemy prone. The bulette fights to the death.

The firelasher prefers to fight in room 2, but if it has no targets, it leaves the area to join the closest battle. It uses *whirlwind dash* to position itself where its *wildfire cyclone* would be most effective and uses it on its next turn. While waiting for its powers to recharge, the elemental uses *fire lash*. If it becomes bloodied, it retreats to room 2 where it makes its stand.

F2: Infested Mine

Encounter Level 11 (3,000 XP)

Setup

1 destrachan far voice (D)
2 warped cultists (C)
4 orc miners (M)

A destrachan far voice works with the orc miners to expand this chamber. A warped cultist oversees the operation, commanding the orcs to work faster, while another cultist emerges from the side passage after checking with the other cultists in the deeper tunnels.

If the oni mage fled room 1, it traveled here to warn the creatures here, so the creatures are ready for the PCs. Otherwise, the adventurers automatically gain surprise due to the noise.

When the PCs enter this room, read:

Green light shines from a medallion around the neck of a hideously malformed human, his flesh distended and shifting as if things crawled beneath its skin. Orcs swing picks at the walls, while a larger creature equipped with a strange tubelike snout, flapping ears, and a stubby tail, causes the stone to shatter with blasts issued from its maw. Beyond, a steep cliff rises to a chamber above, while a small tunnel in the western wall leads off into darkness.

Destrachan Far Voice (D) **Level 15 Artillery**
Large aberrant magical beast (blind) XP 1,200

Initiative +12 **Senses** Perception +14; blindsight 20
HP 122; **Bloodied** 61
AC 28; **Fortitude** 32, **Reflex** 27, **Will** 25
Immune gaze; **Resist** 15 thunder
Speed 8, climb 4

⊕ **Claw** (standard; at-will)
+20 vs. AC; 1d8 + 6 damage.

Sound Pulse (standard; at-will) ✦ **Thunder**
Ranged 10; +19 vs. Reflex; 2d8 + 8 thunder damage.

Bellowing Blast (standard; recharge ⚃ ⚄ ⚅) ✦ **Thunder**
Close blast 5; +19 vs. Fortitude; 2d6 + 8 thunder damage, and the target is dazed (save ends).

Reverberate (standard; encounter) ✦ **Thunder**
Close burst 2; +19 vs. Fortitude; 2d8 + 8 thunder damage, and the target is stunned (save ends). *Miss:* Half damage, and the target is dazed until the end of the destrachan far voice's next turn.

Alignment Evil **Languages** Deep Speech
Skills Bluff +12, Stealth +17
Str 23 (+13) **Dex** 20 (+12) **Wis** 15 (+9)
Con 26 (+15) **Int** 10 (+7) **Cha** 11 (+7)

4 Orc Miners (M) **Level 9 Minion Brute**
Medium natural humanoid XP 100 each

Initiative +4 **Senses** Perception +4; low-light vision
HP 1; a missed attack never damages a minion.
AC 21; **Fortitude** 19, **Reflex** 16, **Will** 16
Speed 6 (8 while charging)

⊕ **War Pick** (standard; at-will) ✦ **Weapon**
+14 vs. AC; 6 damage.

Alignment Chaotic evil **Languages** Common, Giant
Str 17 (+7) **Dex** 11 (+4) **Wis** 10 (+4)
Con 15 (+6) **Int** 8 (+3) **Cha** 9 (+3)
Equipment hide armor, war pick

2 Warped Cultists (C) **Level 12 Skirmisher**
Medium elemental humanoid, human, slaad XP 700 each

Initiative +10 **Senses** Perception +5
HP 122; **Bloodied** 61; see also *bloodied transformation*
AC 24; **Fortitude** 25, **Reflex** 22, **Will** 23
Immune chaos phage (see below)
Speed 5; see also *warp step*

⊕ **Greatsword** (standard; at-will) ✦ **Weapon**
+17 vs. AC; 2d6 + 5 damage.

Reckless Arc (standard; encounter) ✦ **Weapon**
Requires greatsword; close burst 1; +17 vs. AC; 4d6 + 5 damage. *Effect:* The warped cultist grants combat advantage to any enemy until the start of its next turn.

Bloodied Transformation (when first bloodied) ✦ **Polymorph**
A slaad abomination rips itself free from the cultist's body. Until the end of the encounter, the warped cultist gains a +2 to all defenses, low-light vision, and can use the *claws*, *warping flux*, and *warp step* powers. However, the warped cultist can no longer use its greatsword or *reckless arc* powers.

⊕ **Claws** (standard; usable only while affected by *bloodied transformation*; at-will) ✦ **Disease**
+17 vs. AC; 2d4 + 5 damage, and the warped cultist makes a secondary attack against the same target. *Secondary Attack:* +15 vs. Fortitude; the target contracts *chaos phage* (see below).

Warping Flux (standard; usable only while affected by *bloodied transformation*; encounter) ✦ **Psychic, Teleportation**
Close burst 3; +13 vs. Will; 1d6 + 3 psychic damage, the target teleports 3 squares, and the target is dazed (save ends). *Miss:* No damage, but the target teleports 3 squares and is dazed until the end of the warped cultist's next turn.

Warp Step (move; usable only while affected by *bloodied transformation*; at-will) ✦ **Teleportation**
The warped cultist teleports 1d6 squares.

Alignment Chaotic evil **Languages** Common, Primordial
Skills Athletics +15, Stealth +12
Str 21 (+11) **Dex** 15 (+8) **Wis** 9 (+5)
Con 18 (+10) **Int** 8 (+5) **Cha** 17 (+9)
Equipment chainmail, greatsword, shining medallion

Chaos Phage **Level 16 Disease**
Endurance improve DC 25, maintain DC 20, worsen DC 19 or lower

◀ The target is cured.

Initial Effect: A slaad embryo is implanted in the target.

◀▶ The target takes a –2 penalty to Will. While bloodied, the target succumbs to madness and attacks the nearest creature.

▶ The target dies, and a slaad tadpole burrows out of its skull (see *MM* 237).

Tactics

As near as the cultists are to creating a new breed of perfect specimens, the adventurers' arrival proves intensely frustrating. As a result, the cultists commit themselves to destroying the intruders. Each cultist draws its greatsword and charges the closest character, using *reckless sweep* when presented with two or more targets. Once the cultist becomes bloodied, a slaad abomination rips itself free from his body and immediately sets out to butcher the PCs where they stand. The new abomination uses *warping flux* to teleport behind the PCs' front ranks to worry controllers and ranged strikers with claw attacks. Thereafter, if the warped cultist becomes marked, it uses *warp step* to stay out of its enemy's reach, charging another enemy as they reappear. The warped cultists fight to the death.

The destrachan far voice helps with the cultists since their ambition is not far off from its own—creating death and madness. This said, it is not particularly loyal, and when it attacks, it freely catches the warped cultists in its attacks if they get in its way. The destrachan moves to use *bellowing blast* and then scuttles away, peppering the PCs with *sound pulse* until its blast attack recharges. If two or more enemies come within 2 squares of it, it uses *reverberate* and then slips away to blast the offending enemies once more. The destrachan fights to the death.

The orc miners want no part in the struggle, but as long as the warped cultists live, they fight the PCs. They work together, all four striking one character at a time. The orc miners surrender if the warped cultists are slain.

Features of the Area

Illumination: Each warped cultist carries a shining necklace, shedding bright light in a 5-square radius.

Rubble: Squares containing rubble count as difficult terrain.

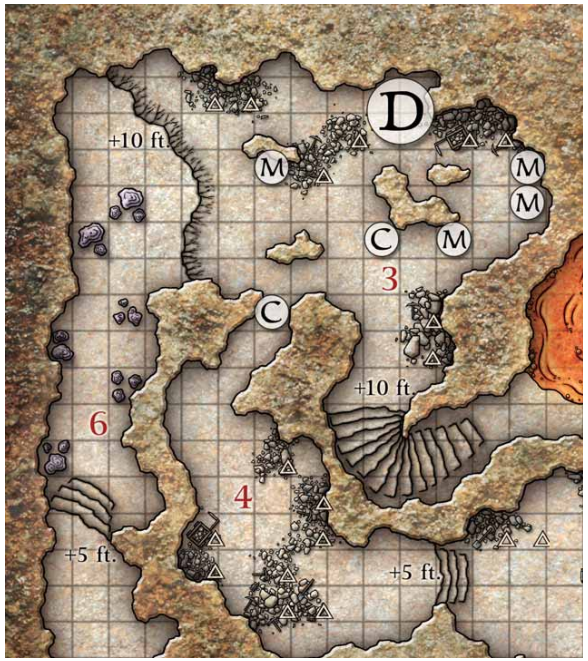
Precipice: A sheer cliff rises 30 feet at the cavern's northern end, marking the end of room 6. Climbing the cliff requires a DC 15 Athletics check.

Tools: Scattered throughout the chamber are six picks, four shovels, a lantern, and two sunrods.

Conclusion

If any of the orc miners live long enough to surrender, they might be convinced to help the adventurers. Getting their help requires a complexity 1 skill challenge (4 successes before 3 failures) with DC 10 Bluff, Diplomacy, or Intimidate checks. If any character failed a saving throw to avoid becoming infected by chaos phage, the PCs take a –5 penalty to all checks related to this skill challenge. A victory ensures the orc miners remain loyal enough to aid the PCs through one combat. A failure indicates the orcs won't hinder the PCs, but they won't help either and they try to escape at their first opportunity.

The orcs, if made friendly, also volunteer information about the happenings in the tunnels. They explain the cultists have brought prisoners into the tunnels and do terrible things to them. They know the cultists can be found beyond the cliff, but warn the heroes that restless dead guard that path. The orcs also tell the PCs that a queer idol lurks down the side passage and that many crazed cultists worship it.



F3: Entropic Thralls

Encounter Level 10 (2,500 XP)

Setup

1 suppurating eidolon (E)
2 warped cultists (C)
4 wretched and unclean (U)

A warped cultist leaves the chamber containing the eidolon. The rest of the inhabitants gather around the idol, where they offer it prayers and sacrifices of their own flesh.

The warped cultist is bound for room 3 when the PCs come within his line of sight. If the characters succeed on a DC 15 Stealth check, they take the room's denizens by surprise. Furthermore, if the characters kill the warped cultist before the start of the next round, the PCs can also take a move action before the start of the next round since the other cultists are oblivious to anything but their agony.

When the PCs see a warped cultist, read:

A heaving wretch wrapped in sodden rags surges forward, brandishing a greatsword. You see things moving beneath its skin.

Suppurating Eidolon (E) Level 12 Controller (Leader)
Large elemental animate (construct) XP 700

Initiative +8 **Senses** Perception +9
Fearless Followers aura 5; allies within the aura are immune to fear.
HP 123; **Bloodied** 61
AC 27; **Fortitude** 25, **Reflex** 22, **Will** 23
Immune disease, fear, sleep
Speed 5

⊕ **Slam** (standard; at-will)
Reach 2; +17 vs. AC; 2d6 + 5 damage.

↯ **Curse of Madness** (immediate reaction, when an enemy attacks the eidolon while *unspeakable stance* is active; at-will) ✦ **Psychic**
Tendrils of filthy darkness penetrate the creature that triggered the attack: close burst 10; targets the triggering enemy; +16 vs. Will; 1d8 + 5 psychic damage, and the target is dominated until the end of the suppurating eidolon's next turn. *Miss:* Half damage, and the target is instead dazed until the end of the suppurating eidolon's next turn.

↯ **Caustic Inundation** (immediate reaction, when an enemy kills one of the suppurating eidolon's allies in the eidolon's line of sight; at-will) ✦ **Acid**
Close burst 3; targets enemies; +14 vs. Reflex; 1d8 + 5 acid damage.

Unspeakable Stance (standard; at-will) ✦ **Psychic**
The suppurating eidolon assumes a meditative stance. Until the end of its next turn, the eidolon gains resist 20 to all damage, and allies in its line of sight deal 1d6 extra psychic damage on their melee attacks. If the eidolon moves, the effect ends.

Alignment Chaotic evil **Languages** –
Str 21 (+11) **Dex** 14 (+8) **Wis** 16 (+9)
Con 19 (+10) **Int** 6 (+4) **Cha** 11 (+6)

2 Warped Cultists (C) Level 12 Skirmisher
Medium elemental humanoid, human, slaad XP 700 each

Initiative +10 **Senses** Perception +5
HP 122; **Bloodied** 61; see also *bloodied transformation*
AC 24; **Fortitude** 25, **Reflex** 22, **Will** 23
Immune chaos phage (see below)
Speed 5; see also *warp step*

⊕ **Greatsword** (standard; at-will) ✦ **Weapon**
+17 vs. AC; 2d6 + 5 damage.

↯ **Reckless Arc** (standard; encounter) ✦ **Weapon**
Requires greatsword; close burst 1; +17 vs. AC; 4d6 + 5 damage. *Effect:* The warped cultist grants combat advantage to any enemy until the start of its next turn.

Bloodied Transformation (when first bloodied) ✦ **Polymorph**
A slaad abomination rips itself free from the cultist's body. Until the end of the encounter, the warped cultist gains a +2 to all defenses, low-light vision, and can use the *claws*, *warping flux*, and *warp step* powers. However, the warped cultist can no longer use its greatsword or *reckless arc* powers.

⊕ **Claws** (standard; usable only while affected by *bloodied transformation*; at-will) ✦ **Disease**
+17 vs. AC; 2d4 + 5 damage, and the warped cultist makes a secondary attack against the same target. *Secondary Attack:* +15 vs. Fortitude; the target contracts *chaos phage* (see below).

↯ **Warping Flux** (standard; usable only while affected by *bloodied transformation*; encounter) ✦ **Psychic, Teleportation**
Close burst 3; +13 vs. Will; 1d6 + 3 psychic damage, the target teleports 3 squares, and the target is dazed (save ends). *Miss:* No damage, the target teleports 3 squares, and is dazed until the end of the warped cultist's next turn.

Warp Step (move; usable only while affected by *bloodied transformation*; at-will) ✦ **Teleportation**
The warped cultist teleports 1d6 squares.

Alignment Chaotic evil **Languages** Common, Primordial
Skills Athletics +15, Stealth +12
Str 21 (+11) **Dex** 15 (+8) **Wis** 9 (+5)
Con 18 (+10) **Int** 8 (+5) **Cha** 17 (+9)
Equipment chainmail, greatsword, shining medallion

Chaos Phage Level 16 Disease

Endurance improve DC 25, maintain DC 20, worsen DC 19 or lower

◀ The target is cured.

◀▶ **Initial Effect:** A slaad embryo is implanted in the target.

▶ The target takes a -2 penalty to Will. While bloodied, the target succumbs to madness and attacks the nearest creature.

The target dies, and a slaad tadpole burrows out of its skull (see *MM* 237).

When the PCs see a wretched and unclean, read:

Clearly once human, this vile creature is a mass of dripping flesh and exposed bones, yet somehow still alive.

When the PCs see the suppurating eidolon, read:

A grotesque statue, all its contorted faces wailing and vomiting ichors, comes to life and steps down from its pedestal to face you.

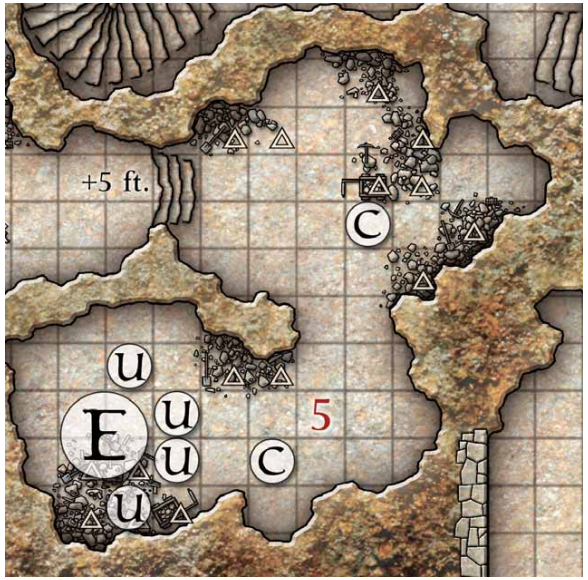
4 Wretched and Unclean (U) Level 9 Minion Brute		
Medium elemental humanoid, human		XP 100 each
Initiative +9	**Senses** Perception +3	
HP 1; a missed attack never damages a minion; see also *corrosive eruption*		
AC 23; **Fortitude** 22, **Reflex** 21, **Will** 20		
Resist 5 acid		
Speed 6		
⊕ **Claws** (standard; at-will)		
+14 vs. AC; 5 damage.		
✧ **Corrosive Eruption** (when reduced to 0 hit points) ✦ **Acid**		
Close burst 3; +10 vs. Reflex; 5 acid damage.		
Alignment Chaotic evil	**Languages** Common	
Str 19 (+8)	**Dex** 17 (+7)	**Wis** 8 (+3)
Con 14 (+6)	**Int** 12 (+5)	**Cha** 14 (+6)
Equipment rags		

Tactics

The warped cultists throw themselves against the PCs, exposing themselves to danger to trigger their *bloodied transformation*. Once freed, the warped cultists attack one character and then use *warp step* so they can attack another character. They repeat this tactic until each character has been exposed to chaos phage. The warped cultists fight to the death.

The wretched and unclean support the warped cultists, each too far devolved to do much more than rend flesh with their claws. They sacrifice themselves gladly, moving into position where they can attack several enemies with *corrosive eruption* when they are inevitably cut down.

The most important combatant, though, is the suppurating eidolon. It steps down from its pedestal and moves so it can keep all its allies in its line of sight. This way they can benefit from its *unspeakable stance*. Once the wretched and unclean are destroyed, the suppurating eidolon exits its stance, joins the fight, and makes slam attacks each round.



Features of the Area

Illumination: Each cultist wears a shining medallion and sheds bright light in a 5-square radius.

Rubble: Squares containing rubble count as difficult terrain.

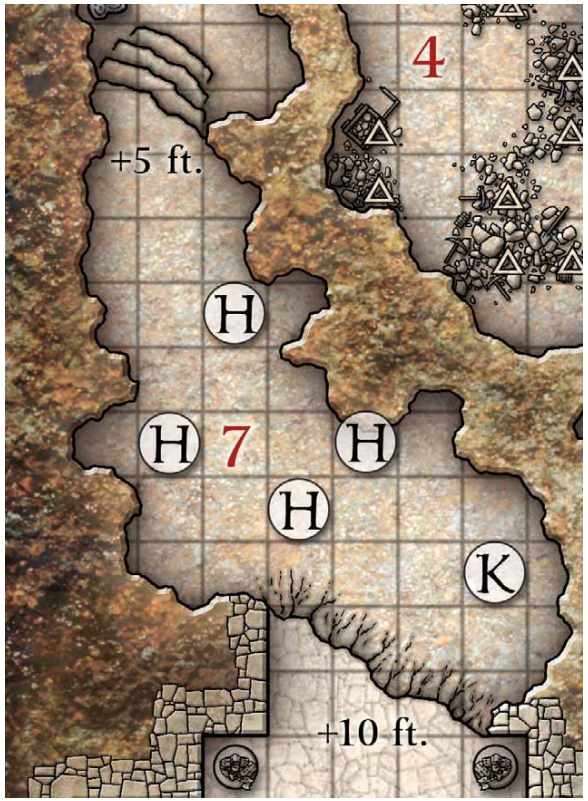
F4: Outraged Dead

Encounter Level 11 (3,000 XP)

Setup

Kalan the Avenger (K)
4 skeletal hammerer (H)

These animated remains of dwarf warriors were defeated by the cult and driven into the mines, where they plot their revenge.



Kalan the Avenger (K) **Level 14 Soldier (Leader)**
Medium natural animate (undead) XP 1,000
Initiative +10 **Senses** Perception +12; darkvision
Flames of Vengeance (**Fire**) aura 1; allies who start their turns within the aura deal 5 extra fire damage on melee attacks.
HP 141; **Bloodied** 70
AC 28; **Fortitude** 28, **Reflex** 24, **Will** 27
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 5
⊕ **Fiery Warhammer** (standard; at-will) ✦ **Fire, Weapon**
+19 vs. AC; 1d10 + 7 damage plus 1d6 fire damage, and the target is marked until the end of Dalan's next turn.
✲ **Volcanic Burst** (standard; recharge ⚄ ⚄ ⚅) ✦ **Fire**
Area burst 1 within 10; +15 vs. Reflex; 1d6 + 5 fire damage, and the target is pulled 5 squares.
Back on Your Feet (immediate reaction, when an ally within line of sight is reduced to 0 hit points; encounter) ✦ **Healing**
The ally regains 20 hit points, stands immediately, and makes a melee basic attack as a free action.
Stand Your Ground
When an effect forces Dalan to move—through a pull, a push, or a slide—Dalan moves 1 square less than the effect specifies. When an attack would knock Dalan prone, he can roll a saving throw to avoid falling prone.
Alignment Unaligned **Languages** Common, Dwarven
Str 23 (+13) **Dex** 13 (+8) **Wis** 20 (+12)
Con 21 (+12) **Int** 9 (+6) **Cha** 14 (+9)
Equipment plate armor, warhammer

When the PCs can see this room, read:

Rubble litters the floor. Rising from the debris, you see a number of dwarf-sized skeletons, their eyes burning with hatred. Purplish light shines from a higher opening at the top of the far wall.

4 Skeletal Hammerers (H) **Level 10 Brute**
Medium natural animate (undead) XP 500 each
Initiative +10 **Senses** Perception +12; darkvision
HP 126; **Bloodied** 63
AC 23; **Fortitude** 22, **Reflex** 23, **Will** 20
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 7
⊕ **Pounding Hammers** (standard; at-will) ✦ **Weapon**
The skeletal hammerer makes two warhammer attacks against the same target: +13 vs. AC; 1d10 + 4 damage. If both attacks hit the same target, it is pushed 2 squares after the attack.
⸸ **Hammerfall** (standard; at-will) ✦ **Weapon**
The skeletal hammerer makes two *pounding hammer* attacks (four attacks total).
⸸ **Sudden Strike** (immediate reaction, when an adjacent enemy shifts; at-will) ✦ **Weapon**
The skeletal hammer makes a melee basic attack against the enemy that triggered the attack.
Alignment Unaligned **Languages** –
Str 18 (+9) **Dex** 20 (+10) **Wis** 14 (+7)
Con 16 (+8) **Int** 3 (+1) **Cha** 3 (+1)
Equipment 4 warhammers

Tactics

The skeletal hammerers engage the closest enemies. Kalan uses *volcanic burst* during the first round, targeting characters in the back, and then he closes to fight in melee where his presence boosts his allies' attacks.

Features of the Area

Illumination: Light from room 17 fills this chamber with dim light.

Precipice: A sheer cliff rises 30 feet at the cavern's northern end, marking the end of room 6. Climbing the cliff requires a DC 15 Athletics check.

F5: Hideous Cultists

Encounter Level 12 (3,500 XP)

Setup

Anax the Foul (A)
1 gray slaad (G)
2 warped cultists (C)
3 mutated thralls (T)

The creatures do not appear until the PCs open the doors in room 1. The sound draws them from their hiding places.

When the creatures emerge, read:

Three mobile tumors, bodies fat and glistening, waddle out onto the ledge. They have spindly arms ending in blackened hands clutching greasy filth. A whip-thin humanoid comes round the corner, greatsword in his hands. His face is a nightmare of scars, and worms wriggle beneath the shiny tissue.

When the PCs see the gray slaad, read:

An ungainly humanoid—a cross between a man and a toad—croaks at you. Reality rejects its presence, because light bends and wavers as it falls across its hideous form.

Anax the Foul **Level 13 Controller (Leader)**
Medium elemental humanoid, human XP 800

Initiative +8 **Senses** Perception +9; low-light vision
Intoxicating Musk (Poison) aura 3; all creatures other than Anax who start their turns within the aura take a -2 penalty to attack rolls and their melee attacks gain a +5 bonus to damage rolls.
HP 128; **Bloodied** 64
AC 27; **Fortitude** 24, **Reflex** 25, **Will** 27
Immune chaos phage (see below)
Speed 6

⊕ **Bewildering Caress** (standard; at-will) ✦ **Fear**
+18 vs. AC; 1d4 + 2 damage, and Anax makes a secondary attack against the same target. *Secondary Attack:* +17 vs. Will; the target is dominated until the end of Anax's next turn.

Madness Blossoms (standard; at-will) ✦ **Psychic**
Ranged 20; +17 vs. Reflex; 1d6 + 5 psychic damage, and the target is dazed until the end of Anax's next turn.

Elemental Conflagration (standard; recharge ⚅)
Area burst 1 within 10; +15 vs. Reflex; 1d6 + 6 damage, and the target slides 3 squares and grants combat advantage to any enemy (save ends).

Corrosive Vomit (immediate reaction, when hit by a melee attack; encounter) ✦ **Acid**
Close blast 5; +15 vs. Reflex; 2d6 + 6 acid damage, and ongoing 10 acid damage (save ends).

Alignment Chaotic evil **Languages** Common, Primordial
Skills Arcana +15, Endurance +13, Insight +9
Str 9 (+5) **Dex** 14 (+8) **Wis** 6 (+4)
Con 16 (+8) **Int** 19 (+10) **Cha** 23 (+12)
Equipment robes, fleshy orb

Gray Slaad (G) **Level 13 Skirmisher**
Medium elemental humanoid XP 800

Initiative +12 **Senses** Perception +7; low-light vision
HP 128; **Bloodied** 64; see also *planar flux*
AC 27; **Fortitude** 25, **Reflex** 26, **Will** 24
Immune chaos phage (see below)
Speed 6, teleport 4

⊕ **Claws** (standard; at-will) ✦ **Disease**
+18 vs. AC; 2d8 + 2 damage, and the slaad makes a secondary attack against the same target. *Secondary Attack:* +16 vs. Fortitude; on a hit, the target contracts chaos phage (see below).

Condition Transfer (immediate reaction, when hit by an attack that applies any condition; recharge ⚄ ⚅)
Ranged 5; +16 vs. Fortitude; conditions applied by the triggering attack affect the target instead of the slaad.

Induce Planar Instability (standard; encounter)
Close burst 3; +16 vs. Will; 1d8 + 2 damage, and the target shifts 3 squares and is knocked prone.

Planar Flux (free, when first bloodied; encounter) ✦ **Teleportation**
The slaad teleports 8 squares and becomes insubstantial until the end of its next turn.

Alignment Chaotic evil **Languages** Primordial
Skills Athletics +13, Stealth +15
Str 15 (+8) **Dex** 18 (+10) **Wis** 12 (+7)
Con 16 (+9) **Int** 9 (+5) **Cha** 14 (+8)

4 Mutated Thralls (T) **Level 10 Minion**
Medium elemental humanoid, human XP 125 each

Initiative +10 **Senses** Perception +4
HP 1; a missed attack never damages a minion
AC 24; **Fortitude** 21, **Reflex** 24, **Will** 19
Speed 7

⊕ **Tentacles** (standard; at-will)
+14 vs. AC; 6 damage, and slide the target 1 square.

Gobs of Filth (standard; at-will) ✦ **Poison**
Ranged 5; +17 vs. AC; 6 poison damage.

Alignment Chaotic evil **Languages** Common
Str 17 (+8) **Dex** 22 (+11) **Wis** 8 (+4)
Con 12 (+6) **Int** 6 (+3) **Cha** 13 (+6)
Equipment rags

Chaos Phage **Level 16 Disease**
Endurance improve DC 25, maintain DC 20, worsen DC 19 or lower

The target is cured. ◀
Initial Effect: A slaad embryo is implanted in the target. ◀▶
The target takes a -2 penalty to Will. While bloodied, the target succumbs to madness and attacks the nearest creature. ▶
The target dies, and a slaad tadpole burrows out of its skull (see *MM* 237).

2 Warped Cultists (C) **Level 12 Skirmisher**
Medium elemental humanoid, human, slaad XP 700 each

Initiative +10 **Senses** Perception +5
HP 122; **Bloodied** 61; see also *bloodied transformation*
AC 24; **Fortitude** 25, **Reflex** 22, **Will** 23
Immune chaos phage (see below)
Speed 5; see also *warp step*

⊕ **Greatsword** (standard; at-will) ✦ **Weapon**
+17 vs. AC; 2d6 + 5 damage.

⊹ **Reckless Arc** (standard; encounter) ✦ **Weapon**
Requires greatsword; close burst 1; +17 vs. AC; 4d6 + 5 damage. *Effect:* The warped cultist grants combat advantage to any enemy until the start of its next turn.

Bloodied Transformation (when first bloodied) ✦ **Polymorph**
A slaad abomination rips itself free from the cultist's body. Until the end of the encounter, the warped cultist gains a +2 to all defenses, low-light vision, and can use the *claws*, *warping flux*, and *warp step* powers. However, the warped cultist can no longer use its greatsword or *reckless arc* powers.

⊕ **Claws** (standard; usable only while affected by *bloodied transformation*; at-will) ✦ **Disease**
+17 vs. AC; 2d4 + 5 damage, and the warped cultist makes a secondary attack against the same target. *Secondary Attack:* +15 vs. Fortitude; the target contracts *chaos phage* (see below).

⊹ **Warping Flux** (standard; usable only while affected by *bloodied transformation*; encounter) ✦ **Psychic, Teleportation**
Close burst 3; +13 vs. Will; 1d6 + 3 psychic damage, the target teleports 3 squares, and the target is dazed (save ends). *Miss:* No damage, the target teleports 3 squares, and is dazed until the end of the warped cultist's next turn.

Warp Step (move; usable only while affected by *bloodied transformation*; at-will) ✦ **Teleportation**
The warped cultist teleports 1d6 squares.

Alignment Chaotic evil **Languages** Common, Primordial
Skills Athletics +15, Stealth +12

Str 21 (+11)	**Dex** 15 (+8)	**Wis** 9 (+5)
Con 18 (+10)	**Int** 8 (+5)	**Cha** 17 (+9)

Equipment chainmail, greatsword, shining medallion

When the PCs see Anax, read:

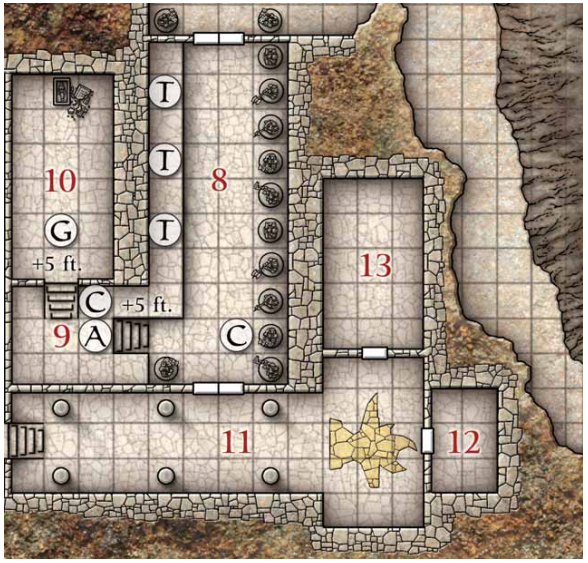
You catch a faint, strangely pleasant odor when you first see this misshapen human dressed in lilac robes. With a thatch of greasy red hair pasted to his smooth skull, he seems perverse—wrong somehow. He pulls his hand up to reveal a shuddering tumor spilling foulness through his fingers and down his upraised arm. He cackles madly as the fleshy orb quivers in similar delight.

Tactics

The mutated thralls hold their positions on the ledge and throw *gobs of filth* at the characters closest to them. As with the other warped cultists, the ones found here are reckless, and they expose themselves to attacks to trigger their *bloodied transformation*. The cultists and the mutated thralls fight to the death.

Anax and the gray slaad support their lackeys. Anax keeps the warped cultists inside the aura of his *intoxicating musk* and uses *elemental conflagration* at the encounter's start. While waiting for this power to recharge, he throws *madness blossoms* and gropes adjacent enemies with *bewildering caress*. Anax fights until the gray slaad is slain, at which point he retreats to the landing, where he shouts a warning to the enemies in room 14 and makes a stand there.

The gray slaad teleports around the battlefield, training its attacks against low-Fortitude enemies such as wizards, rogues, and the like. It uses *planar instability* only if faced with two or more foes at once. The slaad fights until slain.



Features of the Area

Illumination: The warped cultists each wear medallions that shed bright light in a 5-square radius.

Stairs: Spaces containing stairs count as difficult terrain.

Ledge: The ledge stands 10 feet above the floor. Climbing the wall requires a DC 20 Athletics check. A fall from the ledge deals 1d10 damage.

Statues and Pillars: The statues in room 8 and the pillars in room 10 are stone. Each has an AC 4; Fortitude 10, Reflex 4, and 50 hit points. Reducing a statue to 0 hit points fills its square with rubble and the square counts as difficult terrain until cleared.

SC3: Congress with the Dead

Level 10 (500 XP)

Setup

When the PCs enter this room, read:

Wide pillars featuring reliefs depicting axes and hammers march down to the chamber's end on either side. Centered between them, against the far wall, stands a stone sarcophagus, its lid shattered and lying on the floor.

When a PC comes within 3 squares of the sarcophagus, read:

The temperature plunges as a ghostly form rises from the tomb. A dwarf, with a long beard, hard eyes beneath bushy eyebrows, and wearing spectral plate armor with a great hammer slung over his back, examines you and speaks: "You! Why have you violated this sacred place?"

Murat's ghost does not fight the PCs and vanishes if attacked. However, if the PCs speak with the ghost and treat it with respect, they might gain his aid in defeating the cultists. Begin the skill challenge.

Treasure (Parcel 2): If the characters succeeded on the skill challenge, Murat rewards them with a +3 *thundering warhammer*. A failed skilled challenge requires the characters to succeed on a DC 21 Perception check to find the hammer. It is within a secret compartment beneath the sarcophagus.

Congress with the Dead	**Level 10**
Skill Challenge	XP 500

The ghost regards you with suspicion, awaiting an explanation for why you disturbed his rest.

To gain the ghost's aid, the PCs must convince it of their good intentions.

Complexity

1 (requires 4 successes before 3 failures).

Primary Skills

Diplomacy, History, Insight

Other Skills

Bluff, Intimidate

Victory

Murat believes the adventurers and grants them a boon (see Treasure).

Defeat

The ghost disbelieves the characters and vanishes, but not before stealing a healing surge from each character within 5 squares.

Diplomacy DC 16 (1 success, no maximum)

Characters who spent at least 5 minutes reading the inscriptions in room 8 gain a +2 bonus to Diplomacy checks.

Paying the fallen hero proper respect, the PC explains the reason for being here.

History DC 16 (1 success, 1 maximum)

Characters who spent at least 5 minutes reading the inscriptions in room 8 gain a +2 bonus to History checks.

The PC recounts some of the dwarf's great deeds.

Insight DC 16 (1 success, 2 maximum)

In addition to counting as a success, a character also gains a +2 bonus to its next Diplomacy check. A failed Insight check also results in a -2 penalty to the next Diplomacy check made, and closes off future uses of this skill.

The PC watches the ghost, trying to read its emotions though centuries stand between the PC's life and his.

Bluff DC 21 (1 success, no maximum)

A failed check cancels all other successes and closes off future uses of the Bluff skill for this challenge.

The PC tries to deceive the dwarf, masking the PC's true intentions behind a lie.

Intimidate DC 21 (1 success, no maximum)

An Intimidate check results in an automatic failure. In addition to counting as a failure, the character making the Intimidate check loses 1 healing surge.

Bluster and threats are the PC's weapons against this old fool.

F6: Living Statues?

Encounter Level 11 (3,000 XP)

Setup

Animating spirit (A)
1 beholder eye of flame (E)
3 shardsoul slayers (S)

What once captured Murat's greatest victories in stone is now a mustering place for the cult's greatest thralls. Awaiting the final preparations and emergence of the mutated host in the upper chambers beyond, they loiter here. The beholder passes the time scorching the occasional rat with its *fire ray* and hovers in the darkness near the ceiling. Three shardsoul slayers, each containing a fragment of a long dead primordial, linger near the statues, while a malevolent spirit flits about the room, too terrified of the creatures to attack them directly.

When the PCs see the beholder, read:

A large ruddy red sphere floats near the ceiling, spinning and fixing you with its horrible eyes.

When the PCs see a shardsoul slayer, read:

The shadows coalesce into a strange, horned automaton. A fiery red eye burns in the center of its head.

Tactics

The denizens attack when the PCs enter the room. The beholder stays out of melee reach but descends so the PCs are within 4 squares to keep them in its aura. While the constructs keep the strikers and defenders busy, the beholder targets ranged characters with its *central eye* followed by its *fire ray*. As long as the animating spirit is present, the beholder uses its *telekinesis ray* to slide an enemy into a space adjacent to a statue. It resorts to its *fear ray* only if an enemy comes too close.

Beholder Eye of Flame (E) **Level 13 Elite Artillery**
Large aberrant magical beast XP 1,600

Initiative +11 **Senses** Perception +15; all-around vision, darkvision
Eyes of the Beholder aura 5; at the start of each enemy's turns, if that creature is within the aura and in the eye of flame's line of sight, the eye of flame uses one random *eye ray* power against that creature.
HP 204; **Bloodied** 102; see also *fiery burst*
AC 26; **Fortitude** 26, **Reflex** 27, **Will** 28
Saving Throws +2
Speed fly 6 (hover)
Action Points 1

⊕ **Bite** (standard; at-will)
+18 vs. AC; 2d6 damage.

Central Eye (minor; at-will)
Ranged 8; the target gains vulnerable 10 fire, and any attack that deals fire damage to the target also deals ongoing 5 fire damage (save ends both).

Eye Rays (standard; at-will) ✦ see text
The eye of flame can use up to two *eye ray* powers (chosen from the list below), at least one of which must be a *fire ray*. Each power must target a different creature. Using eye rays does not provoke opportunity attacks.
1—Fire Ray (Fire): Ranged 8; +17 vs. Reflex; 2d8 + 6 fire damage.
2—Telekinesis Ray: Ranged 8; +17 vs. Fortitude; the target slides 4 squares.
3—Fear Ray (Fear): Ranged 8; +17 vs. Will; the target moves its speed away from the eye of flame by the safest route possible and takes a -2 penalty to attack rolls (save ends).

Fiery Burst (when first bloodied and again when the eye of flame is reduced to 0 hit points) ✦ **Fire**
Close burst 2; +17 vs. Reflex; 2d8 + 6 fire damage.

Alignment Evil **Languages** Deep Speech
Str 10 (+6) **Dex** 20 (+11) **Wis** 19 (+10)
Con 18 (+10) **Int** 14 (+8) **Cha** 23 (+12)

3 Shardsoul Slayers (S) **Level 8 Soldier**
Medium elemental animate (construct) XP 350 each

Initiative +13 **Senses** Perception +5; darkvision
Deranging Aura (Charm) aura 5; any enemy who starts its turn within the aura take a -2 penalty to attack rolls and gain a +2 bonus to damage rolls. Each enemy whose attack misses the shardsoul slayer must make a melee basic attack against the nearest ally within reach as a free action.
HP 90; **Bloodied** 45; see also *shardsoul release*
AC 23; **Fortitude** 21, **Reflex** 20, **Will** 18
Immune disease, poison; **Resist** 5 radiant
Speed 6, jump 4

⊕ **Claw** (standard; at-will)
+14 vs. AC; 1d8 + 5 damage, and the target is marked until the end of the shardsoul slayer's next turn.

Slaying Frenzy (standard; recharge ⚄ ⚅)
The shardsoul slayer makes two claw attacks. If either attack hits a target marked by the shardsoul slayer, or if both attacks hit the same target, that target is also dazed until the end of the slayer's next turn.

Shardsoul Release (when reduced to 0 hit points)
Ranged 10; affects one other shardsoul of the shardsoul slayer's level or lower; the target can take one extra standard action on each of its next two turns.

Focused Killer (immediate interrupt, when an adjacent enemy marked by the shardsoul slayer shifts; at-will)
The shardsoul slayer makes a claw attack against that enemy.

Skyfall Charge
When a shardsoul slayer charges, it deals 1d8 extra damage.

Alignment Chaotic evil **Languages** understands Common, Primordial
Str 21 (+9) **Dex** 18 (+8) **Wis** 3 (+0)
Con 17 (+7) **Int** 6 (+2) **Cha** 15 (+6)
Equipment greatsword

The shardsoul slayers spring out of their hiding places, charging the closest PC and then following up on the next round with *slaying frenzy*. The slayers, knowing the animating spirit's tactics, pull back to lure the PCs into spaces adjacent to the statues while their *slaying frenzy* powers recharge.

The animating spirit flies to the nearest statue with a PC adjacent to it and then attacks. Each round, it flies to a new statue and attacks again. All creatures and the hazard fight to the death.

Features of the Area

Illumination: This room is dark.

Ceiling: The ceiling is 60 feet overhead.

Statues: There are eleven statues in all, each depicting a different kind of creature. They include the following creatures: dragon, beholder, minotaur, marilith, pit fiend, shadar-kai, a weird jellyfish creature with eyestalks, owlbear, an earth titan, an ice archon, and a carrion crawler. The statues are all scaled down or up so they are the same size. See below for statistics.

Stairs: A set of stairs leads up to room 15. Squares containing the stairs count as difficult terrain.

Animating Spirit (A) **Level 8 Lurker**
Hazard XP 350

A cruel spirit flits from statue to statue, animating the stone to deliver a nasty attack to the unprepared.

Hazard: An invisible spirit moves into a statue's space and smashes intruders with the statue's animated appendages.

Perception

✦ DC 19: The character notices a disturbance in the animating spirit's space, thus revealing the hazard's position until it moves again.

Additional Skill: Arcana

✦ DC 14: The character recognizes the nature of the animating spirit, including its attack.

Trigger

When a living creature other than the beholder enters the room, the animating spirit rolls initiative and it moves on its turn. If it ends its movement in a space containing a statue, it attacks one adjacent enemy.

Speed fly 4

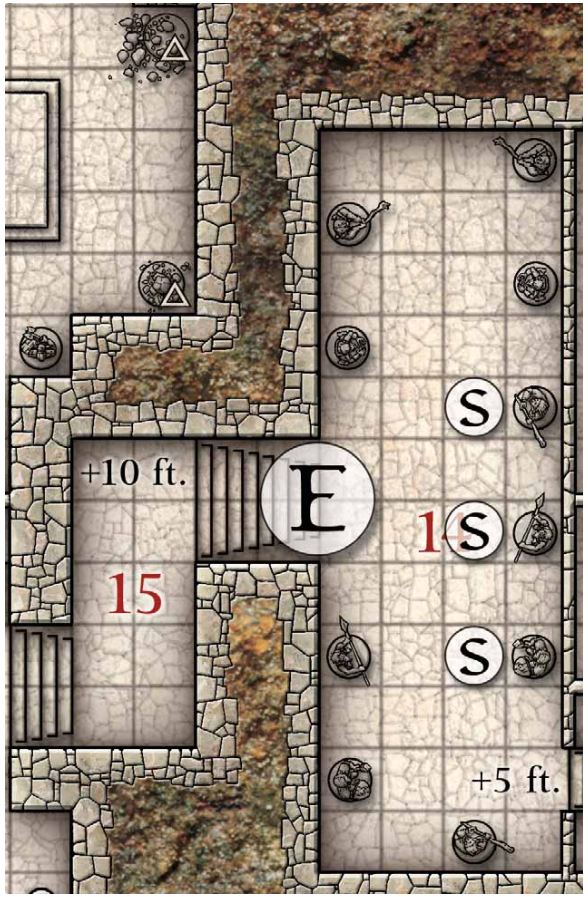
Attack

Standard Action **Melee** 1
Target: One creature
Attack: +13 vs. AC
Hit: 1d8 + 5 damage, and the target is knocked prone. If the target grants the animating spirit combat advantage, the hazard deals 2d8 extra damage.

Countermeasures

✦ A character can attack a statue animated by a spirit. The statue has an AC 4; Fortitude 10, Reflex 4; 50 hit points. An attack that hits the statue also damages and pushes the animating spirit 1 square.

✦ A character can attack the spirit when it is not in a space containing the statue. The spirit is invisible and has an AC 23; all other defenses 19, 50 hit points; vulnerable 5 radiant. Destroying the animating spirit ends the hazard.



F7: Beyond the Pale

Encounter Level 14 (5,200 XP)

Setup

Obsen (Z)
2 red slaads (R)
3 horrid spawn (H)

Obsen, the cult leader, performs the final incantations for the ritual to complete his victims' transformations into horrific abominations. It's best if he's nearing the end of his ritual when the PCs arrive, but if they took too many extended rests before getting here, you might consider altering the encounter, possibly adding additional horrid spawn or having the tunnels leading up to this encounter filled with these twisted wretches. In any event, two red slaad look on eagerly, while three "early adopters" step free from the gelatinous webbing to serve their new master at the start of the second round.

When the characters enter, have them make Stealth checks against the passive Perceptions of everyone in this room (20 for Obsen, 18 for the slaad, and 11 for the spawn) to see which opponents are surprised.

Perception Check

DC 26: *Two hulking humanoid figures loiter beyond the curtains.*

When the PCs can see Obsen clearly, read:

A horrific figure emerges from the slimy tendrils. Nude, genderless, and sporting terrifying growths that inflate and release, its flesh bristles with grasping tentacles, slackened maws, and spurting blue flames from dimpled holes in its flesh. Its hands are black with old blood and it grips a fleshy knife in its left hand.

2 Red Slaad (R) **Level 15 Soldier**
Large elemental humanoid XP 1,200 each

Initiative +13 **Senses** Perception +8; low-light vision
HP 146; **Bloodied** 73
AC 29; **Fortitude** 28, **Reflex** 29, **Will** 25
Immune chaos phage (see below)
Speed 8, teleport 4

Bite (standard; at-will)
Reach 2; +21 vs. AC; 2d8 + 6 damage.

Claw (standard; at-will) ✦ **Disease**
Reach 2; +21 vs. AC; 1d6 + 3 damage, and the slaad makes a secondary attack against the same target. *Secondary Attack:* +19 vs. Fortitude; on a hit, the target contracts chaos phage (see below).

Leaping Pounce (standard; recharge ⚄ ⚅)
The slaad shifts 4 squares and makes two claw attacks. If either claw attack hits, the target is marked until the end of the slaad's next turn.

Horrid Croak (standard; encounter) ✦ **Fear**
Close blast 5; +19 vs. Fortitude; the target is immobilized until the end of the slaad's next turn.

Alignment Chaotic evil **Languages** Primordial
Skills Athletics +15, Stealth +16
Str 17 (+10) **Dex** 19 (+11) **Wis** 12 (+8)
Con 18 (+11) **Int** 11 (+7) **Cha** 15 (+9)

Chaos Phage **Level 16 Disease**

Endurance improve DC 25, maintain DC 20, worsen DC 19 or lower

The target is cured. | **Initial Effect:** A slaad embryo is implanted in the target. | The target takes a -2 penalty to Will. While bloodied, the target succumbs to madness and attacks the nearest creature. | The target dies, and a slaad tadpole burrows out of its skull (see *MM* 237).

Obsen (Z) **Level 13 Elite Controller (Leader)**
Medium elemental humanoid, human XP 1,600

Initiative +9 **Senses** Perception +10
Entropic Imperative aura 3; allies who start their turns within the aura gain a +2 bonus to attack rolls and damage rolls.
HP 256; **Bloodied** 128
AC 29; **Fortitude** 24, **Reflex** 27, **Will** 27
Saving Throws +2
Speed 6; see also *chaos stride*
Action Points 1

Chaos Blade (standard; at-will) ✦ **Weapon**
+18 vs. AC; 1d4 + 3 damage, and the target is stunned until the end of Obsen's next turn.

Tumescent Nodule (standard; at-will, usable 4/day) ✦ **Acid, Poison**
Obsen rips a nodule from his body and hurls it at an enemy within range: Obsen takes 5 damage: Ranged 5/10; +17 vs. Reflex; 1d6 + 5 acid damage, and ongoing 5 poison damage (save ends). Each creature adjacent to the target takes 5 acid damage.

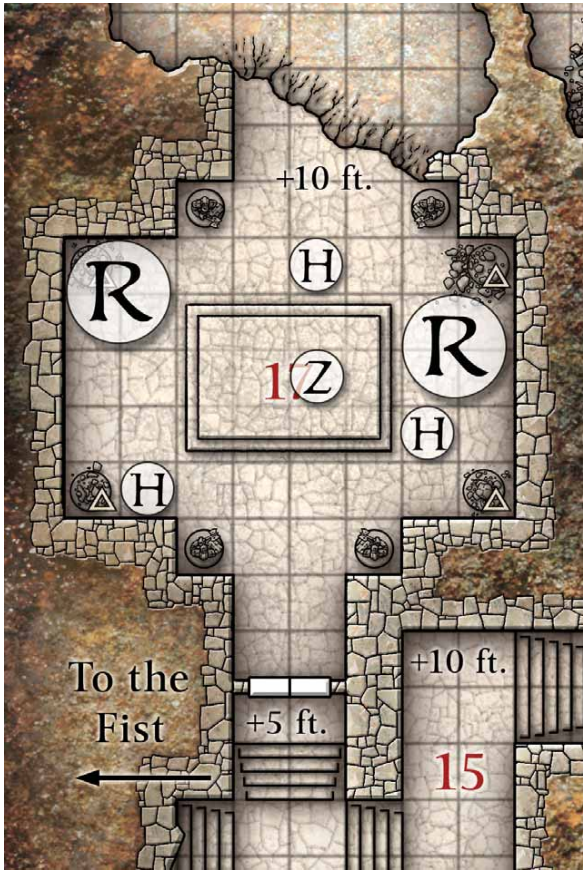
Chaos Seed (standard; sustain: minor; encounter) ✦ **Zone**
Area burst 2 within 10; targets enemies; +15 vs. Will; on a hit, the target is dazed and makes a melee basic attack against one ally adjacent to it. *Miss:* The target is dazed and does not make an attack. *Effect:* The burst creates a zone that persists until the end of Obsen's next turn. Obsen can sustain the effect by spending a minor action, and can move the zone 3 squares by spending a move action. Any creature that starts its turn inside the zone is subject to another attack.

Chaos Blast (standard; recharge ⚅ ⚄ ⚃)
Close blast 5; +15 vs. Fortitude; 2d8 + 6 damage, and the target grants combat advantage to any enemy (save ends). *Aftereffect:* The target takes 5 damage.

Writhing Chaos (standard; encounter) ✦ **Teleportation**
Three ribbons of light appear in the air and attack: Ranged 10; three targets; +15 vs. Reflex, three attacks; 1d8 + 6 damage, and the target teleports to a square of Obsen's choosing within 5 squares of him.

Chaos Stride (minor; recharge when first bloodied) ✦ **Teleportation**
Close burst 1; +15 vs. Will; 1d8 + 6 damage, and the target is dazed (save ends). After the attack, Obsen teleports 1 square for each enemy he hit with this attack.

Alignment Chaotic evil **Languages** Common, Primordial
Skills Arcana +17, Dungeoneering +10, History +17, Nature +10
Str 11 (+6) **Dex** 17 (+9) **Wis** 8 (+5)
Con 16 (+9) **Int** 23 (+12) **Cha** 19 (+10)
Equipment chaos blade, 4 tumescent nodules



Features of the Area

Illumination: The ghastly curtain fills the room with dim light.

Gelatinous Curtains: Characters moving through a space containing the gelatinous curtains are subject to an attack: +21 vs. Fortitude; on a hit, the character is infected with chaos phage. Each square containing the curtain has an AC 10; Fortitude 12, Reflex 10, and 50 hit points. Reducing a square to 0 hit points destroys the curtain in that space.

3 Horrid Spawn (H)	**Level 9 Brute**
Medium elemental humanoid, human	XP 400 each

Initiative +7 **Senses** Perception +1

Sickening Stench aura 2; any living enemy that starts its turn within the aura takes a -2 penalty to attack rolls.

HP 120; **Bloodied** 60

AC 21; **Fortitude** 23, **Reflex** 21, **Will** 20

Immune chaos phage (see below), fear

Speed 5

⊕ **Toothy Tentacle** (standard; at-will)

Reach 2; +12 vs. AC; 2d6 + 5 damage, and if the target moves, shifts, or is forcibly moved before the start of the horrid spawn's next turn, it takes 5 extra damage.

⸸ **Mutilating Rend** (standard; recharge when a horrid spawn reduces an enemy to 0 hit points)

Reach 2; +12 vs. AC; 4d6 + 5 damage, and ongoing 5 damage (save ends). *Aftereffect:* The target is dazed until the end of its next turn.

Shuddering Delight (when a horrid spawn reduces an enemy to 0 hit points)

The horrid spawn gains 20 temporary hit points, but grants combat advantage to any enemy until the start of its next turn.

Alignment Chaotic evil **Languages** understands Common and Primordial

Str 21 (+9)	**Dex** 17 (+7)	**Wis** 4 (+1)
Con 20 (+9)	**Int** 5 (+1)	**Cha** 14 (+6)

Equipment rags

When the PCs can see the slaad, read:

Nine-foot tall monstrosities, each resembling red-skinned humanoid frogs, stride with heavy steps and issue gurgling croaks.

At the start of the second round, read:

Three struggling shapes fall inside the curtain and unfold into maddening abominations—all claws, fangs, and slime.

Tactics

Obsen starts the combat by using *chaos seed* to create a shimmering zone of madness to disrupt its enemies' actions and sow discord in their ranks. He then spends his action point to fling a *tumescent nodule* against a ranged striker, leader, or controller. On the subsequent rounds, he flings the rest of his nodules, switching to *chaos blast* when he gets a clear shot, or *chaos stride* if he's surrounded. He fights to the death.

The red slaads target defenders and melee strikers by using *leaping pounce* to infect them with *chaos phage*. Once an enemy is infected, it switches to bite attacks, abandoning the enemy once it's bloodied to attack an uninfected enemy. The tight confines makes maneuvering difficult, and so one fights from the north side, while the other fights from the south.

The horrid spawn attack the closest enemy each round until destroyed.

About the Author

Robert J. Schwalb contributed design to such books as the Forgotten Realms® *Player's Guide, Draconomicon™ I: Chromatic Dragons, Manual of the Planes®, P2: Demon Queen's Enclave, Martial Power™, Player's Handbook® 2, Eberron® Campaign Guide, Eberron Player's Guide, Adventurer's Vault™ 2, Divine Power™, Draconomicon II: Metallic Dragons, and Primal Power™* as well as numerous articles for D&D Insider®. Robert lives in Tennessee.

EPIC

21–30

Winter of the Witch

by Stephen Radney-MacFarland

A cold winter wind blows from the Scourge Mountains, but its origins are not of this world. And with it come horrifying stories of a fey who walks the land. Cold, beautiful, and deadly, she turns every mortal she touches into a statue of ice, and she seems determined to blanket the entire north in a blanket of frost.

It is the Winter of the Witch ... and if the archfey Koliada is not stopped it could be the world's last.

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"Winter of the Witch" is an epic-tier Dungeons & Dragons® adventure for 22nd-level PCs. By the end of the adventure, the character will have reached 23rd level and be well on their way to reaching 24th.

Background

The ways of the fey can be mysterious and deadly. This is especially true for the cold-hearted and cruel fey that constitute the Winter Court. Overseen by Prince of Frost, the various fey that make up the court are often left to their own devices and the pursuit of their own capricious whims.

While it is known that the Prince of Frost holds mortals in utter contempt, he also rarely acts against them directly, but such constraint is not known by another member of his court. One being in particular, a somewhat minor archfey named Koliada the Winter Witch, makes deadly forays into the world regularly.

Every century or so, the Winter Witch launches a campaign of frozen despair upon the mortal world. When she comes, snows fail to recede in springtime, and winter's chill starts to spread southward, expanding with each of her victories. Along with the chill comes strange armies of fey and the wicked mortals that have kneeled before the Winter Witch. As her winter spreads, the Winter Witch freezes mortals into statues of ice, which somehow act as grim conduits of Koliada's power.

The last time the Winter Witch walked upon the world, a group of knights from the Empire of Nerath halted her advance. These heroes procured Koliada's nemesis—a powerful artifact of pure sunlight called the *Sun's Sliver*—the only item in the known universe that can destroy Koliada. The knights entered the frozen far reaches of the Feywild and confronted Koliada within her fortress of Winter's Heart. *Sun's Sliver* in hand, they battled the archfey, but before they could use the artifact to destroy her, Koliada fled the field, and while the knights won the day, they knew someone would have to confront the Winter Witch again. In preparation for that day, they hid the *Sun's Sliver*, sealing it in an isolated monastery where a member of their order could retrieve it again the next time Koliada walked the world. But then proud Nerath fell, and with it went almost all knowledge of the *Sun's Sliver* and how to defeat Koliada.

Now the Winter Witch walks the world again. As cold spreads southward, an undead and disgraced knight tries to assemble a group of heroes that can retrieve *Sun's Sliver* and defeat the Winter Witch once and for all, but other foul powers work against the plan. The demon lord Orcus has become interested in Koliada's march, not for any love of the fey and their motivations (though the chaos they sow is useful). Rather he has set his agents to work behind the scenes to retrieve the *Sun's Sliver*. Not only does the Demon Lord of Undead wish to corrupt such a powerful artifact of radiant energy, he also wants Koliada's march to reach farther south than it ever has before, hoping that it will freeze over a volcano to the south and free a primordial trapped within—for what purpose only the demon knows.

One thing is clear; heroes are needed to end the Winter of the Witch.

Adventure Synopsis

"Winter of the Witch" starts with the PCs receiving an urgent but somewhat cryptic message from the skeletal knight, Sir Keegan. In that missive, he asks them to return to the village of Winterhaven and meet him in his tomb under the ruins of the Keep on the Shadowfell.

Making it back to Winterhaven, the PCs find that in their absence the settlement has taken a turn for the worse. An unnatural cold snap has destroyed the local crops, villagers from the town and the surrounding countryside have gone missing, and stories of the return of the infamous Winter Witch—a cruel and hateful hag of legend—abound. But as terrible as things appear to be on the surface, they're shown to be much worse when the PCs visit Sir Keegan. They find the skeletal knight a helpless victim of an aggressive interrogation by a flameskull and a pair of demons. The undead minion of Orcus and his demonic thugs are attempting to extract the location of something called the *Sun's Sliver* from the stubborn knight. If rescued, Sir Keegan explains to the PCs the nature of the blight on the surrounding countryside, and the reasons why the minions of Orcus are interested in the return of the Winter Witch. (The PCs might end up visiting Gloomwrought if they don't succeed in discovering the minion's deception.)

Armed with this knowledge, the PCs' next task is to find and uncover the *Sun's Sliver* before the forces of Orcus can. The *Sun's Sliver* lies under the remote ruins of the Monastery of St. Alabat, and it was bound there for hundreds of years by a powerful seal and ward placed by Sir Keegan's long-extinct order. By the time the PCs reach the place, Orcus's minions are already there, and they have enacted a complicated ritual that will unbind the wards of the seal. Fortunately for the PCs, their task is not yet complete. The PCs can fight their way into the deeper ruins, defeat the demon lord's toadies, and retrieve the *Sun's Sliver*, but not before having to deal with the artifact's guardian: a powerful angel of prophecy named Remliel.

Once the PCs have recovered the *Sun's Sliver*, the next step is to find and confront the Winter Witch. The search leads them to a cold mountain glacier in the Scourge Mountains. From this place, the Winter Witch has been launching her chilly assaults into the Nentir Vale and beyond, entering the world through a fey passage that takes the shape of a menhir circle made out of strange blue ice. Guarded by a cadre of icy minions and an ancient white dragon bound into the Winter Witch's service, the portal leads to Winter's Heart, the domain of the witch.

Once the PCs win their way past the portal's guardians, they have to traverse the icy terrain of the Feywild's snowy reaches on the way to Winter's Heart. Only there can they confront the cold-hearted archfey and save a section of the world from a wintery doom.

Starting the Adventure

The adventure starts simply, when the PCs receive the following note:

Heroes of Winterhaven,

I beseech you to travel back to my tomb under the Keep on the Shadowfell. Winter is without end here, and I know its secret. I am hoping that once again, where I failed, you can succeed. Please make haste.

Sir Keegan,
Doomed Knight of the Keep on the Shadowfell

Sir Keegan? Didn't We Kill That Guy?

There is a good chance that the PCs killed Sir Keegan when they played H1: *Keep on the Shadowfell*. Because of his curse, Keegan suffers on, even after vanquished. He rises again a month after his defeat. How he learned of the heroic nature of the group that vanquished him the first time is up to you, but given Sir Keegan's shame, he does not begrudge the PCs' actions the first time they met in his tomb.

Customizing This Adventure

A good chunk of this adventure's background deals with and uses the town of Winterhaven and characters that appeared in the adventure **H1:** *Keep on the Shadowfell*. Winterhaven is really just a placeholder for a settlement and characters that hold emotional resonance with your players and their characters. I chose it because I assumed that a good number of your epic-level characters got their start in that village, but if they didn't, you should tailor the starting encounters to your own PCs by re-skinning them with a village and NPCs they care about. This is as simple as changing the details, but while keeping the encounter structure relatively intact. The only place where this might get tricky is having a death knight masquerade as someone who isn't an undead knight, but using a well-placed illusion or making Dzrak a doppelganger in the service of Orcus should do the trick.

Treasure

"Winter of the Witch" uses the "parcel" technique of treasure distribution detailed in the *Dungeon Master's Guide*. Use these "13" treasure parcels.

Parcel 1: Magic item, level 26
Parcel 2: Magic item, level 26
Parcel 3: Magic item, level 25
Parcel 4: Magic item, level 25
Parcel 5: Magic item, level 24
Parcel 6: Magic item, level 24
Parcel 7: Magic item, level 23
Parcel 8: 1,500 pp + six 5,000 gp gems.
Parcel 9: 1,000 pp + 2 scrolls of Endure Elements, and 2 scrolls of Fey Passage, a scroll of Consult Oracle, and 4,200 gp worth of *residuum*.
Parcel 10: 600 pp + two *potions of recovery*
Parcel 11: 600 pp + ten 5,000 gp gems
Parcel 12: 350 pp
Parcel 13: Seven 5,000 gp gems

Distributing the Loot

Consult your player's magic item wish lists, then apportion the following parcels into the following sections of the adventure. It's possible that the monster make use of the magic items in their sections. Decide that ahead of time.

K1: Two parcels in the possession of Sir Drzak
M2: Three parcels in with the *Sun's Sliver* hidden beneath the seal of Remliel.
S1: Two parcels hidden in the troll cave.
S2: Four parcels in the white dragon's lair.
W3: Two parcels and the *sword of black ice* in Winter's Heart.

Part One: Winterhaven on Ice

While Winterhaven is not large enough to have a permanent teleportation circle, the nearby town of Fallcrest has one within the Septarch's Tower (see *Dungeon Master's Guide,* page 204) and it's relatively easy to gain that circle's sigil sequence, if the PCs haven't obtained it already in their previous adventures. From Fallcrest, it takes only a couple of days of travel at most to reach Winterhaven.

When the PCs approach the town read the following:

While the Nentir Vale is a northern region and used to the icy chill of hard winters, that weather rarely lingers this late into the spring. Where you were expecting to see the verdant greens of spring on the tree limbs, all you see is the twisted dark talons of wintershorn branches. Snow still drapes the Gardbury Downs. The air is cold, the sky is overcast, and every so often flurries still drift down from the chilly white skies.

Winterhaven

Village, Population 942

Ice still lingers in the ruts that dot the King's Road that winds its way to the broad hill crowned by the walled village of Winterhaven. The alabaster fangs of Cairngorm tower appear behind the snow-draped village. The settlement's walls and palisades are slick with clinging ice.

As you pass by the thatched homes surrounding the village, they seem abandoned. When you enter Winterhaven's gates, you see that a shanty town of makeshift huts clutters the inner courtyard. The local populace is gathering within the walled town for shelter from the cold.

It's obvious that that the strange weather is having its effect on the people of Winterhaven, but something worse is going on here. As the PCs enter the village, everyone has a look of fatigue brought on by hunger and misery, but also a small spark of hope caused by the PCs' arrival. News spreads quickly of the PCs' return to the village, and it's not long before Lord Padraig comes to greet the "Saviors of Winterhaven."

Padraig looks far older than the last time you saw him, and he seems very haggard.

Padraig's Story

Once Lord Padraig invites the PCs to join him by the fire and offers them heated brandywine, he nervously tells them his tale.

My land is cursed by a creature called the Winter Witch.

Honestly, when I first heard the tales of the Winter Witch, I thought it was just a long-lived superstition—a story to explain long winters. But that's before I saw her myself.

In the dead of winter, the refugees started pouring into Winterhaven. According to them, the Winter Witch was on the march, along with her armies of ice imps, frozen trolls, and other outlandish creatures. I assumed it was a tribe of orcs or giants from the Stonemarch, or maybe just a band of hungry and ferocious wolves or worgs scaring the populace. I rallied the Winterhaven Regulars to reconnoiter the threat to the northern settlements of my dominions.

We were near the Vesk holdings, in the northern highlands of the Cairngorm Peaks, not far from the shores of Wintermist. The settlement was in ruins, but it was bashed rather than burned. As the regulars explored the ruins, I took shelter from the biting winds among the nearby rocks. And that's when she appeared among the regulars, seemingly out of nowhere.

She was cold, dangerous, and beautiful beyond imagination. She was the most perfect and most terrible woman I have ever laid my eyes upon. My terror overwhelmed me, and I hid among the stones as she waded through my regulars. Though they fought bravely, engaging the woman at every turn, she sidestepped their blows as if they were child's play. Then came her touch, which transformed them into rime-crusted statues. A few, she cut down with her black blade, and laughed. I only watched, shivering in cold and terror.

I'm deeply ashamed of my actions. But I know in my heart that what stalks the frozen land is a being beyond the pale. And that is why I called upon your aid. This is a threat that requires true heroes.

At this point the PCs might be a little puzzled. Their missive was from Sir Keegan, not Lord Padraig. If they bring this up to Lord Winterhaven, he is also puzzled by the revelation. He sent a message out at great personal expense, and he has not spoken to or conferred with Sir Keegan about the local problems. As far as Padraig knows, the strange skeletal knight is forever confined to his tomb under the Keep on the Shadowfell and has no knowledge of Winterhaven's current problems.

What happened to Lord Padraig's letter?

It was intercepted by the Death Knight Sir Dzrak, and the death knight still carries it. It's just a simple plea for summons, similar to Sir Keegan's letter, but goes into more detail on the nature of the threat.

Lord Padraig is not above begging and using guilt to gain PC aid against the Winter Witch. He's downright scared for his own life and his people's very existence. If nothing else persuades the PCs to help, he'll even go so far as to bequeath Winterhaven to the PCs—he'll abdicate his title and proclaim the PCs the lords of Winterhaven if that is what it takes to save it!

PC Knowledge of the Winter Witch

While the tales of the Winter Witch are obscure and somewhat regional in nature, as epic-level characters, the PCs might have knowledge of her and her nature. Have the PCs make an Arcana check.

DC 25: The Winter Witch is a particularly malicious and terrible archfey also called Koliada. One of the Winter Fey (see *Manual of the Planes*, page 37), she pursues a crusade into the mortal world every century or so and that starts with a long and enduring winter. Some say her ultimate goal is to freeze the world, or to carve off frozen parts that she conquers into the Feywild.

DC 30: Conjecture abounds on the true nature of Koliada the Winter Witch. Some claim that she's merely one of many forms taken by the Prince of Frost; other stories tout her as his queen, his daughter, his sister. Some of the stranger tales claim more than one of these relations or even all them. Such are the way of the fey.

DC 35: As an archfey, Koliada can be destroyed only by her nemesis. Each nemesis is particular to the archfey. Often it is an item, and sometimes it is another kind of agent of doom.

Other Stories

Lord Padraig isn't the only person in Winterhaven with knowledge about the Winter Witch. PCs can gain more knowledge by visiting old acquaintances Valthrun the Prescient and Eilian the Old, as well as the only survivor from the initial assault on the Vesk settlement: Lauran Vesk.

Valthrun the Prescient

Winterhaven's local sage and practitioner of rituals and other arcana knows a good deal about the Winter Witch, including what he believes is her true name.

The Winter Witch is a fey, part of the court of the Winter Fey, and the mistress of the Prince of Frost. Called Koliada by her people, she is cold and deadly, and she wishes to cover the world in ice. If she is not stopped, this strange winter will expand farther south and east. Soon it will affect Fallcrest and the lands beyond.

Eilian the Old

Winterhaven's resident amateur historian has not fared well during the long and cold winter brought on by the Winter Witch's onslaught. Suffering coughs and fevers, the old man is on death's door. A successful use of a Remove Affliction ritual eases Eilian's suffering and helps ensure that he survives the current cold snap. It also also makes him lucid enough to give the PCs the following information.

I remember my grandfather used to tell stories about the Winter Witch. Her last cold march was when he was just a lad. He told me that the last knights of Nerath, armed with a sliver of the sun, pushed her back to her domain of Winter Heart. Now that I think about it, I think he said that Sir Keegan, when he was a page, accompanied one of those knights.

Lauran Vesk

The only survivor of the Winter Witch's assault on her family's settlement, this teenage girl can tell the PCs the following about the archfey.

She is a cruel and malicious hag who laughed as she sealed my kin in their frozen tombs. She commands icy imps and trolls, and she rode a white dragon.

Development

After gaining whatever information they can within Winterhaven, the PCs have only a few real options. They could check out the Vesk settlement, but little is there except the ruins and frozen remains of the Vesk family and the Winterhaven Regulars. More likely, they might want to talk to Sir Keegan. In that case, continue on to "Part Two: Return to the Keep on the Shadowfell."

Part Two: Return to the Keep on the Shadowfell

Eventually the PCs might want to go talk with Sir Keegan about his cryptic letter. It doesn't take them long to reach the ruined keep, and, when they do, a figure steps out from the shadows.

Outside the Keep

When the PCs approach the keep's ruins, they are greeted by a skeletal knight in plate armor.

From the ruined tower that serves as the main entrance to the keep's lower works, a skeletal knight in plate armor steps out of the shadows. He calls out in a raspy voice, "Old friends, I am glad you have heeded my call. Times are dire and I find that I need your help again."

This creature masquerading as Keegan is a death knight named Sir Dzrak—an undead servant of Orcus, and part of a group of the demon prince's servants sent here to gain intelligence about the *Sun's Sliver* from the skeletal knight who haunts the keep.

Dzrak's plan is simple—pretend to be Sir Keegan and lead the PCs astray. He does so by telling them the following.

This long and strange winter is the work of a mad wizard named Veira Rimefire, who is even now hiding in Gloomwrought, which is a port in the Shadowfell. She has stolen a seal that once locked a portal connecting the mountains of the north to the frozen tundra of the Feywild. Only by recovering the seal and using it to lock the portal can this winter finally end. I beseech you to go to Gloomwrought, find Veira, recover the seal, and bring it back here. Once you do, I'll guide you toward the next challenge of this quest.

If the PCs ask him about Koliada the Winter Witch, he tells them the following:

Veira is a tricky and powerful mage. I would not be surprised if this Winter Witch is a guise she uses to wreak havoc on the world or a strange fey that she has bound to her wicked cause.

The false Sir Keegan takes any further questions with a calm ease. The conversation with him is actually a skill challenge. If they succeed, the tactical encounter begins. A failure probably results in the PCs heading to Gloomwrought (page 33).

Skill Challenge: SC1: Piercing Dzrak's Ruse (page 36).

Tactical Encounter: K1: Duplicitous Death Knight (page 37).

Sir Keegan's Tomb

If the PCs uncover Dzrak's ruse and move deeper into the ruins of the keep, they find that the death knight isn't the only minion of Orcus in the lower works. Though they have already received key information from the cursed curator of the Keep on the Shadowfell, a flameskull and two demons are still interrogating Sir Keegan in his old tomb. See the tactical encounter.

Tactical Encounter: K2 Harsh Interrogation (page 39).

Side Trek: Gloomwrought

If the PCs are fooled by the false Sir Keegan, they are led on a wild goose chase within Gloomwrought.

The PCs can travel to Gloomwrought in a variety of ways, but the easiest is by the many teleportation circles that exist in the port. Once the PCs arrive in Gloomwrought, they start a skill challenge to find Veira Rimefire. If they succeed, they learn that Veira is a relatively minor mage who was buried in a forsaken cemetery outside of town. More importantly they learn that this appears to be a false lead. If they fail the skill challenge, they learn this information once they find Veira's grave and deal with the terrible undead monstrosity that haunts the graveyard.

Gloomwrought

Village, Population Approximately 12,600

A dismal and crowded seaport on the Stormy Sea, this mist-shrouded metropolis is both bleak and foreboding, but it serves as one of the safest ports in the Shadowfell. It will be difficult to find Veira Rimefire in this place, since its inhabitants are known for their tight-lipped caution and secretive plots.

This creepy Shadowfell port is dark and dank, but it is hospitable when compared to the rest of this shadowy plane. It sits on the shore of a dark, foreboding sea, amid a group of inland bogs called the Skins.

Full information on Gloomwrought is found in the *Manual of the Planes* (pages 58 to 59) but playing it up as creepy, cagey, and crowded will do for this side trek. Traversing the village and its citizens is a skill challenge done over the course of at least a couple of days.

Skill Challenge: SC2: Finding Veira Rimefire (page @@).

Blackearth Cemetery

If the PCs fail the skill challenge, they are led to Blackearth Cemetery, the last known hideout of Veira Rimefire. A wizard and petty thief, Veira once used the cemetery as a hideout, but now she is buried there.

Getting to the cemetery is a two-day barge trip though the Skins, which are the treacherous bogs around Gloomwrought. Once there, it is easy to find Veira—or her grave. If the PCs try to dig up the grave to look for further clues, they are attacked by the desecration that guards the place.

Tactical Encounter: G1: The Cemetery (page 43).

Part Three: Monastery of St. Alabat

With the information gained from Sir Keegan or other sources, the PCs should make their way to the ruined monastery of St. Alabat in the Dawnforge Mountains to recover the *Sun's Sliver*.

If Sir Dzrak tricked the PCs into searching for Veira Rimefire in Gloomwrought, and the PCs took more than six days to discover that the quest was a diversion, they find St. Alabat empty, the seal broken, remains of a great battle between the angel Remliel and the forces of Orcus, and the *Sun's Sliver* gone. While you might want construct a great chase for the *Sun's Sliver* where the PCs enter the Abyss to retrieve it, that's beyond the scope of this adventure. Without the *Sun's Sliver* the PCs can go on to the Scourge Mountains, enter Koliada's domain, and even face her at Winter Heart, but any victory will be temporary. They banish Koliada only for a period of time rather than destroy her.

If the PCs weren't fooled by the death knight or didn't tarry long in Gloomwrought, the forces of Orcus are here and are just about to break open the seal.

Orcus's chief agent in this matter is a sorrowsworn renegade named Morthalat. By the time the PCs arrive, Morthalat and his minions—a rather rag-tag group of undead and planar renegades—have been attempting to open the seal binding Remliel and the *Sun's Sliver* for days, but with little luck. To aid their endeavors they've just activated the *Engine of Lum*—a somewhat unstable magic device that channels a dangerous form of eldritch energy from the Far Realm. The *Engine* disrupts the seals and wards of divine, primal, and arcane nature.

The Approach

The only way to reach St. Alabat is by way of a winding trail up a rugged and windswept section of the Dawnforge Mountains. When the PCs reach the monastery, they find the scene described in the tactical encounter.

Tactical Encounter: M1: Deathwatch at Ravensroost (page 44).

The Ruins

The ruins of St. Alabat sit across the bridge, clinging to the mountain atop a large ledge. Just outside the sundered monastery walls is a flat area where a group of Morthalat's cronies waits among the snow and trees for any interference in their master's plans (see "M1: Deathwatch at Ravens Roost").

The roofless monastery is long abandoned, and the upper works have collapsed to expose the lower area and the seal of Remliel to the elements. Morthalat is at work in this area, using the *Engine of Lum* to pry open the seal.

Tactical Encounter: M2: Morthalat's Endgame (page 47).

St. Alabat's Last Secret

On the southeast tower of St. Alabat, behind a copse of pines, hides a secret door. Originally designed as a hidden exit from the monastery, its existence is long forgotten. Well hidden, it takes a successful DC 27 Perception check to find it, and once it is found, it takes a DC 30 Thievery check to open it, or it must be broken down (AC 4; Reflex 4, Fortitude 24; hp 80), since the magical key that opened it was lost when the monastery fell.

If this secret door is breached, or if an attempt to open it with the Thievery skill fails by 5 or more, the tampering triggers inert guardians: a pair of stormstone golems. The constructs then move to attack any and all intruders, including the forces of Orcus, but starting with the person who breached the secret door.

2 Stormstone Golems (G)	**Level 21 Elite Soldier**
Large natural animate (construct)	XP 6,400
Initiative +11	**Senses** Perception +9; darkvision
Stormstone Aura (Lightning) aura 2; creatures that start their turn in the aura take 10 lightning damage.	
HP 406; **Bloodied** 203; see also *death burst*	
AC 37; **Fortitude** 35, **Reflex** 26, **Will** 27	
Immune disease, poison, sleep	
Saving Throws +2	
Speed 6; can't shift	
Action Points 1	
⊕ **Slam** (standard; at-will)	
Reach 2; +28 vs. AC; 3d6 + 9 damage, and the target is pushed 1 square and dazed (save ends).	
⸸ **Double Attack** (standard; at-will)	
The stone golem makes two slam attacks.	
⸸ **Golem Rampage** (standard; recharge ⚄ ⠿)	
The stormstone golem moves up to its speed plus 2 and can move through enemies' spaces, provoking opportunity attacks as normal. When it enters a creature's space (ally or enemy), the golem makes a slam attack against that creature. The creature remains in its space, and the golem must leave the space after it attacks. The golem must end its rampage in an unoccupied space.	
✧ **Death Burst** (when reduced to 0 hit points) ✦ **Lightning**	
The stormstone golem explodes in a burst of jagged stones and lightning Close burst 1; +28 vs. AC; 3d6 + 7 lightning damage, and the space it occupied is difficult terrain until cleared.	
Alignment Unaligned	**Languages** –
Str 26 (+18)	**Dex** 7 (+8)	**Wis** 8 (+9
Con 27 (+18)	**Int** 3 (+6)	**Cha** 3 (+6)

Part Four: Atop the Scourge Mountains

Either with the *Sun's Sliver* or without, the PCs are urged by Sir Keegan or Lord Padraig to go on and confront the Winter Witch. Even if they cannot defeat the archfey once and for all, they can at least end her assault on the world.

Either through Sir Keegan or their own research, they can find that the Winter Witch enters the world though a fey passage located atop a peak called Crone's Finger among the northernmost Scourge Mountains. The crossing, which directly links Koliada's domains with the world, occurs only during the coldest of winters, when a glacial shelf is formed from the Crone's Finger. Then a circle of blue ice menhirs form on the shelf, allowing Koliada and her minions to pass through easily.

To use the blue ice menhirs to pass into the Feywild, the PCs need to use the Fey Passage ritual (from *Manual of the Planes*, page 150, and reprinted in the sidebar, below). If they don't already have access to the ritual, they can gain it either by way of Valthrun the Prescient in Winterhaven or maybe by trading with the peaceful eladrin enclave located in the Scourge Mountains.

Fey Passage

You open a path marked by standing stones, allowing you and your allies to step into the Feywild.

Level: 6
Category: Travel
Time: 10 minutes
Duration: Instantaneous
Component Cost: 140 gp (see below)
Market Price: 360 gp
Key Skill: Arcana or Nature (no check)

Use this ritual at a fey crossing (see page 34). When you perform this ritual, you transport yourself and up to eight allies from the world to a corresponding location in the Feywild, or from the Feywild to a corresponding location in the world. The fey crossing need not be active for Fey Passage to work.

You remain in the Feywild until you leave by another means or you perform this ritual again at a fey crossing.

Special: Eladrin have a special connection to the Feywild. Consequently, an eladrin who has mastered this ritual or performs it from a scroll does not pay the component cost.

Climbing Crone's Finger

Though a difficult task and rather slow going, the PCs face no real challenge climbing up the mountain to the glacial shelf. Once the PCs reach the foot of the mountain, it takes the entire day before they deal with the tactical encounter.

Tactical Encounter: S1: Frozen Passage (page 51).

Kurikveaeri 's Lair

PCs might want to search for Kurikveaeri 's lair after they defeat the dragon. The adventure assumes that searching for the lair and finding its treasure is rather easier, but you could easily expand it to a more difficult challenge, and in doing so expand the size of the white dragon's hoard.

Part Five: Winter's Heart

Once the PCs use the blue ice menhirs to cross over to Feywild, they find a broad bitter expanse of eerily cold snow and ice. PCs with the aid of an Endure Elements ritual do not suffer any ill effects by the frozen climate, but those without must make a successful DC 26 Endurance check every 8 hours, or lose a healing surge that does not come back with an extended rest, unless that rest is taken in a warm and comfortable place.

The landscape of this place is bitter and desolate. The only creatures the PCs can see are the fields of frozen bodies. These poor innocents were touched by the Winter Witch, and they line the path to her palace of Winter's Heart.

It takes the PCs two days of travel to reach Winter's Heart. The path to the icy palace is a long ice bridge over a turbulent sea of cold water and floating ice.

Tactical Encounter: W1: Orchard of Deadly Chills (page 54).

Ending the Adventure

The adventure ends with the defeat of the Winter Witch. If the PCs used the *Sun's Sliver* to destroy the Winter Witch, the artifact is destroyed with her, and the world is free from her threat once and for all.

If the PCs didn't retrieve the *Sun's Sliver*, or if they could not destroy Koliada with it, the Winter Witch rises again to threaten the world, but maybe not in the PCs' lifetime.

Because of this the PCs might be interested in regaining the *Sun's Sliver* from Orcus so that he cannot corrupt the item. If the PCs still have the *Sun's Sliver*, they might want to find a way to hide it and keep it safe for the next generation to fight the Winter Witch.

The people of Winterhaven and especially Sir Keegan are greatly relieved by the PCs' success, and they celebrate the PCs as the twice saviors of Winterhaven.

Defeating the Winter Witch does not go unnoticed. It might bring the ire of both the Prince of Frost and Orcus, but such are the things for further epic adventures.

SC1: Piercing Dzrak's Ruse

Encounter Level 22 (4,150 XP)

Setup

While the PCs are conversing with the disguised death knight, they are engaging in a secret skill challenge. Perceptive PCs have clues that they can piece together to help them realize that they are being deceived.

If the PCs discover Dzrak's ruse or attack the death knight, start the tactical encounter.

Tactical Encounter: K1: Duplicitous Death Knight (page 37).

If they are deceived by Dzrak and decide to go on to Gloomwrought, go to "Sidetrek: Gloomwrought" (page 33).

Piercing Drzak's Ruse **Level 22**
Skill Challenge XP 4,150

By recalling your last meeting with Sir Keegan and noticing some abnormalities around the meeting place, you learn that this undead knight is not who he claims to be.

To learn more about what's going on, the PCs must see past Dzrak's deception.

Complexity
1 (requires 4 successes before 3 failures)

Primary Skills
Perception, Insight

Other Skills
Religion

Victory
The PCs are certain that this undead knight is not Sir Keegan.

Defeat
The PCs are certain that they are speaking to Sir Keegan, though they may suspect he is hiding something.

Perception
DC 25 (1 success, maximum 3 successes). There are many inconsistencies the PC can notice with a successful Perception check. First, they can spot the remains sticking out from the snow here and there (Drzak's Risenguard hiding among the drifts), second they can notice that Drzak is left handed, while Keegan was right handed, lastly they can notice differences in the bone structure between Keegan and Drzak.

Insight
DC 25 (1or 2 success, no upper maximum successes). While a charismatic and skilled manipulator, Drzak is telling a number of boldfaced lies, and each successful Insight check picks up on a lie. If the PCs remember that Sir Keegan cannot leave his tomb, and question Drzak on that, the death knight makes some feeble excuse, but reward the PC with 2 successes for making the connection.

Religion
DC 29 (1 success, maximum 1 success). The PC notices that the undead knight seems to radiate an aura similar to that of a death knight.

K1: Duplicitous Death Knight

Encounter Level 24 (34,070 XP)

Setup

False Sir Keegan (Dzrak the death knight) (D)
2 tormenting ghosts (G)
15 risenguard of Dzrak (R)

This encounter takes place as the PCs approach the upper works of the Keep on the Shadowfell. Sir Dzrak, a death knight in the service of Orcus, masquerades as Sir Keegan and attempts to trick the PCs toward another course. If his subterfuge is detected, he attacks.

Dzrak starts combat by calling forth his minions. Some of the death knight's minions rise from the snow-covered ground (the bones in the snow that the PCs have a chance of spotting) or move forward from hidden positions within the ruins of the keep.

Tactics

Sir Dzrak strides forward arrogantly though the battle, supporting his troops with his aura and the pure devastation of his *unholy flames*. He seeks out those worthy of his attention—usually a defender, most definitely a paladin of Pelor or the Raven Queen—and he calls out a challenge for them to battle him one on one. Of course he is not as honorable as calling out such a challenge makes him seem. He has no problem making opportunity attacks against soft targets, and his real goal is to keep the defender busy as his Risenguard and ghosts assault the PCs controller and leader characters.

The pair of tormenting ghosts focuses their attacks on pesky controller or flying enemies. If tactically prudent, they split up, dominating the controller and the PCs' leader.

The group of Risenguard stationed within the ruins pushes forward and moves into position to pepper their enemies with arrows—preferably through the arrow slits. Those hidden in the snow rise to face their enemy in melee and work to give their fellow minions and their master opportunities to flank.

Development

Sir Dzrak does not yield and does not talk if the PCs find a way to capture him. Unlike most death knights, Sir Dzrak has a phylactery that works exactly like a lich's. It's kept in the possession of his dread lord. He knows that his service to Orcus is too important for his destruction to be permanent.

If the PCs discover Sir Dzrak's ruse and defeat the death knight and his minions, they can proceed into the lower works of the keep toward Sir Keegan's tomb.

If the PCs search the area for clues, a successful DC 22 Perception check discovers a strange green scale close to the entrance of the lower works. A successful DC 20 Arcana check recognizes it as the scale of a marilith—a six-armed demon who is a master of swordplay.

False Sir Keegan (Sir Drzak) **Level 24 Elite Soldier (Leader)**
Medium natural humanoid (undead) XP 12,100
Initiative +16 **Senses** Perception +11; darkvision
Marshal Undead aura 10; lower-level undead allies in the aura gain a +2 bonus to their attack rolls.
AC 40; **Fortitude** 36, **Reflex** 36, **Will** 36
HP 440; **Bloodied** 220; see also *second wind*
Immune disease, fear, poison; **Resist** 15 necrotic; **Vulnerable** 15 radiant
Saving Throws +2
Speed 6, fly 6
Action Points 1

⨺ **Soulsword** (standard; at-will) ✦ **Necrotic, Weapon**
+30 vs. AC; 2d12 + 18 damage plus 10 necrotic damage (42 + 3d6 damage plus 10 necrotic damage on a critical).

⨺ **Icy Death Strike** (standard; at-will) ✦ **Necrotic, Weapon**
Requires soulsword; +23 vs. AC; 2d12+ 18 plus 10 necrotic and cold damage and the target is dazed (save ends).

⨺ **Warrior's Challenge** (standard; encounter) ✦ **Necrotic, Weapon**
Requires soulsword; +23 vs. AC; 3d12 + 18 plus 10 necrotic damage, and the target is pushed 2 squares. All enemies within 2 squares of the target are marked until the end of the death knight's next turn.

Unholy Flames (standard; recharge ⚄ ⚅) ✦ **Fire, Necrotic**
Close burst 2; +19 vs. Reflex; 6d10 + 18 fire and necrotic damage to living creatures. Undead creatures within the burst (including the death knight) deal an extra 3d8 fire damage with melee attacks until the end of the death knight's next turn.

Combat Challenge
Every time the death knight attacks an enemy, whether that attack hits or misses, the death knight can mark that target. The mark lasts until the end of the death knight's next turn. In addition, whenever an adjacent enemy shifts, the death knight makes a melee basic attack against that enemy (as an immediate interrupt).

Indestructible
When Sir Drzak is reduced to 0 hit points, his body and possessions crumble into dust, but he is not destroyed. He reappears (along with its possessions) in 1d10 days within 1 square of his phylactery, unless the phylactery is also found and destroyed.

Second Wind (standard; encounter) ✦ **Healing**
The death knight spends a healing surge and regains 110 hit points. The death knight gains a +2 bonus to all defenses until the start of its next turn.

Alignment Evil **Languages** Abyssal, Common
Skills Bluff +20
Str 24 (+19) **Dex** 15 (+14) **Wis** 11 (+12)
Con 20 (+17) **Int** 13 (+13) **Cha** 17 (+15)
Equipment plate armor, light shield, soulsword (longsword), Sir Padraig's letter to the PCs

Features of the Area

Illumination: The light depends on the time of day.

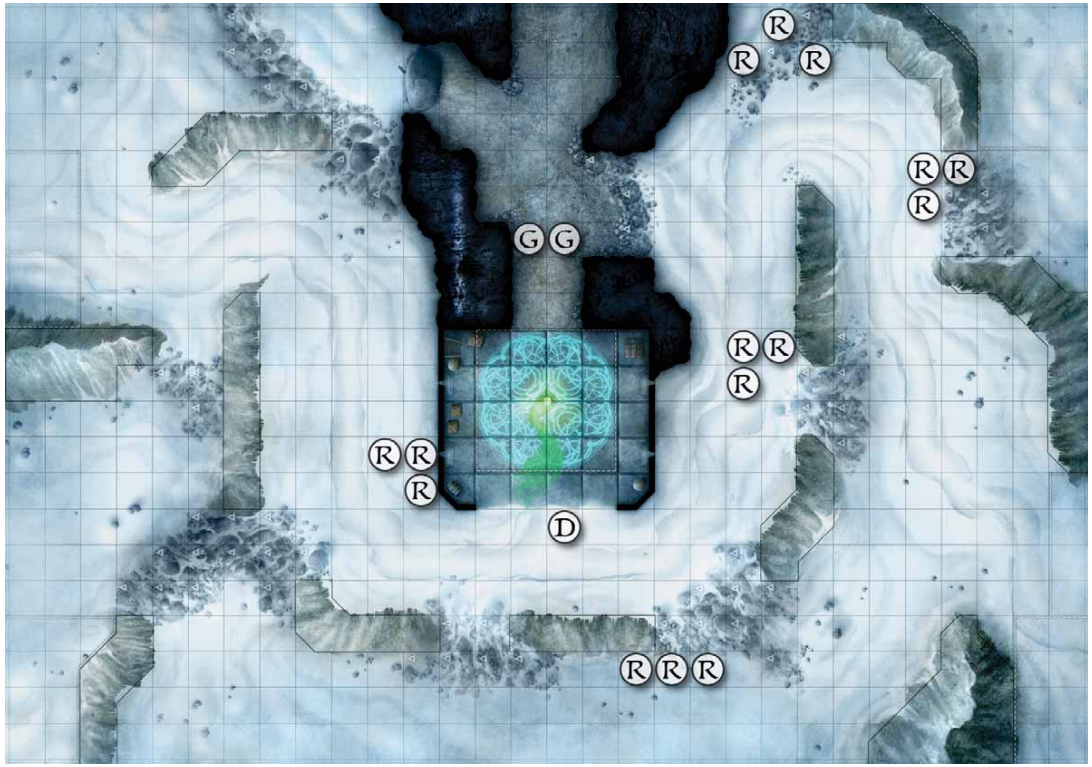
Boulder: The boulder on the far side of the tower ruins costs 4 squares to enter instead of the normal 2, but creatures adjacent to the boulder can gain cover from it from enemies on the other side of the boulder.

Cliffs: The 20-foot tall cliff faces are sheer and slippery. It takes a successful DC 30 Athletics check to climb them.

Cliff Side Rock Falls: Areas of the cliff sides that have difficult terrain marks due to the rock fall cost 4 squares to enter instead of the usual 2 squares due to the slick and steep conditions.

Sacred Circle: The circle is an artifact from when the tower defended this section of the valley, and creatures within the circle gain a +2 bonus to all attack rolls.

Tower Rubble: The difficult terrain near the tower entrance is standard–it costs 2 squares to enter.



15 Risenguard of Drzak (R) **Level 22 Minion**
Medium natural animate (undead) XP 1,038 each

Death's Icy Grasp aura 1; living creature that start their turn in the aura take 5 cold damage and are slowed until the end of their next turn.
Initiative +11 **Senses** Perception +11; darkvision
HP 1; a missed attack never damages a minion.
AC 25; **Fortitude** 25, **Reflex** 24, **Will** 22
Resist 15 necrotic; **Vulnerable** 10 radiant
Speed 8

⊕ **Fullblade** (standard; at-will) ✦ **Weapon**
+24 vs. AC; 8 damage, 10 damage on a critical.

⊕ **Longbow** (standard; at-will) ✦ **Weapon**
+24 vs. AC; 10 damage, 15 damage on a critical.

Alignment Evil **Languages** Supernal
Str 21 (+16) **Dex** 20 (+16) **Wis** 17 (+14)
Con 18 (+15) **Int** 10 (+11) **Cha** 8 (+10)
Equipment plate armor, fullblade

2 Tormenting Ghosts (G) **Level 21 Controller**
Medium shadow humanoid (undead) XP 3,200 each

Initiative +19 **Senses** Perception +17; darkvision
HP 152; **Bloodied** 76
AC 32; **Fortitude** 30, **Reflex** 34, **Will** 32
Immune disease, poison; **Resist** insubstantial
Speed fly 6 (hover); phasing

⊕ **Spirit Touch** (standard; at-will) ✦ **Necrotic**
+24 vs. Reflex; 2d8 + 9 necrotic damage.

Ghostly Possession (standard; recharge ⚄ ⚅) ✦ **Charm**
Target must be a living humanoid; +24 vs. Will; the tormenting ghost enters the target's space and is removed from play, and the target is dominated (save ends). The tormenting ghost can use this power against only one creature at a time. When the target is no longer dominated, or when the tormenting ghost chooses to end its *ghostly possession* (a free action), the ghost reappears in a square adjacent to the target.

Burst of Terror (standard; recharge ⚄ ⚅) ✦ **Fear, Necrotic**
Close burst 5; targets enemies; +24 vs. Will; 1d8 + 9 necrotic damage, the target is pushed 5 squares, and the target is dazed and immobilized (save ends both).

Ghostly Terrain (standard; at-will) ✦ **Zone**
Area burst 1 within 10; the area is suddenly filled with ghostly lights, wisps of necrotic mist, and the faint whispers of the dead. The zone is difficult terrain and lightly obscured. Any creature that enters or ends its turn in the zone is immobilized (save ends). The zone lasts until the end of the encounter or for 5 minutes.

Spectral Shift (immediate reaction, when missed by a melee attack; at-will)
The tormenting ghost shifts 3 squares.

Alignment Evil **Languages** Common
Skills Stealth +24
Str 11 (+10) **Dex** 28 (+19) **Wis** 14 (+12)
Con 20 (+15) **Int** 12 (+11) **Cha** 25 (+17)

K2: Harsh Interrogation

Encounter Level 23 (28,350 XP)

Setup

1 great flameskull (F)
1 glabrezu (G)
1 marilith (M)

As the PCs approach Sir Keegan's tomb, they can hear a commotion coming from up ahead.

Before the PCs reach the encounter area, read the following:

High-pitched and maniacal laughter echoes from a point deeper in the lower works of the keep, in the direction of Sir Keegan's tomb. After the laughter, the same high voice utters something that's hard to make out.

PCs succeeding at a DC 28 Perception check make out what the voice is saying:

"This has all been very entertaining, Keegan, but I believe you have outlived your usefulness. Prepare to meet oblivion."

You can't be sure, but you think you hear a weak voice whisper "thank you" in response.

From their location, it takes the PCs scant seconds to reach the encounter area, and when they do, they find the shrine to Bahamut and Sir Keegan's tomb in utter shambles. The agents of Orcus have demolished the place and desecrated the iconography dedicated to the Platinum Dragon. As the PCs enter, the trio is about to finish off the undead knight, since they've gained all the useful information they are going to get from him.

Tactics

Once the demons and the flameskull realize they are not alone, they move into action to take on the threat. The glabrezu squeezes through the tomb's entrance and into melee with the PCs. The marilith snakes around, using its *weapon dance* if necessary, to place itself in a tactical position where it can attack as many PCs as possible. The great flameskull—the leader of this grim operation—stays behind its wall of demons, while spitting its *flame ray* and *firestorm* at the PCs from a distance.

Development

If the PCs save Sir Keegan, they can question him about his summons, the Winter Witch, and the minions of Orcus that are swarming through the ruins of the Keep on the Shadowfell. If the PCs are fooled by Sir Dzrak and return here only after the minions of Orcas have destroyed the death knight, they must wait a month (at which point all could be lost) or gain the information with a successful use of a Speak with Dead ritual.

The following is the information Keegan can give the PCs (in question and answer format).

Q: Why did you summon us here?

Winterhaven, the Nentir Vale, and the entire region are threatened. The Winter Witch has returned and if she has her way, she will bury the entire world in frost. You need to right another of my failures and stop her.

Great Flameskull	**Level 24 Artillery**
Small natural animate (undead)	XP 6,050
Initiative +19	**Senses** Perception +22; truesight 6
HP 174; **Bloodied** 87	
Regeneration 10	
AC 37; **Fortitude** 34, **Reflex** 39, **Will** 37	
Immune disease, poison; **Resist** 20 fire, 10 necrotic; **Vulnerable** 5 radiant	
Speed fly 10 (hover)	
⊕ **Fiery Bite** (standard; at-will) ✦ **Fire**	
+26 vs. AC; 1d4 damage plus 2d6 fire damage.	
➢ **Flame Ray** (standard; at-will) ✦ **Fire**	
Ranged 20; +28 vs. Reflex; 2d8 + 10 fire damage, and the target is dazed until the end of the great flameskull's next turn.	
✲ **Firestorm** (standard; encounter) ✦ **Fire**	
Area burst 4 within 20; +27 vs. Reflex; 3d6 + 10 fire damage. *Miss:* Half damage. The firestorm blocks line of sight, deals 10 fire damage to any creature that starts its turn in the area, and disappears at the end of the great flameskull's next turn. The great flameskull can exclude allies from the effect.	
Mage Hand (minor; at-will) ✦ **Conjuration**	
As the wizard power *mage hand* (*Player's Handbook* 158).	
Illumination	
The great flameskull sheds bright light out to 5 squares, but it can reduce its brightness to dim light out to 2 squares as a free action.	
Alignment Unaligned	**Languages** Common, one other
Skills Stealth +24	
Str 10 (+12)	**Dex** 25 (+19) **Wis** 21 (+17)
Con 24 (+19)	**Int** 30 (+22) **Cha** 28 (+21)

Q: How did you find out about the Winter Witch?

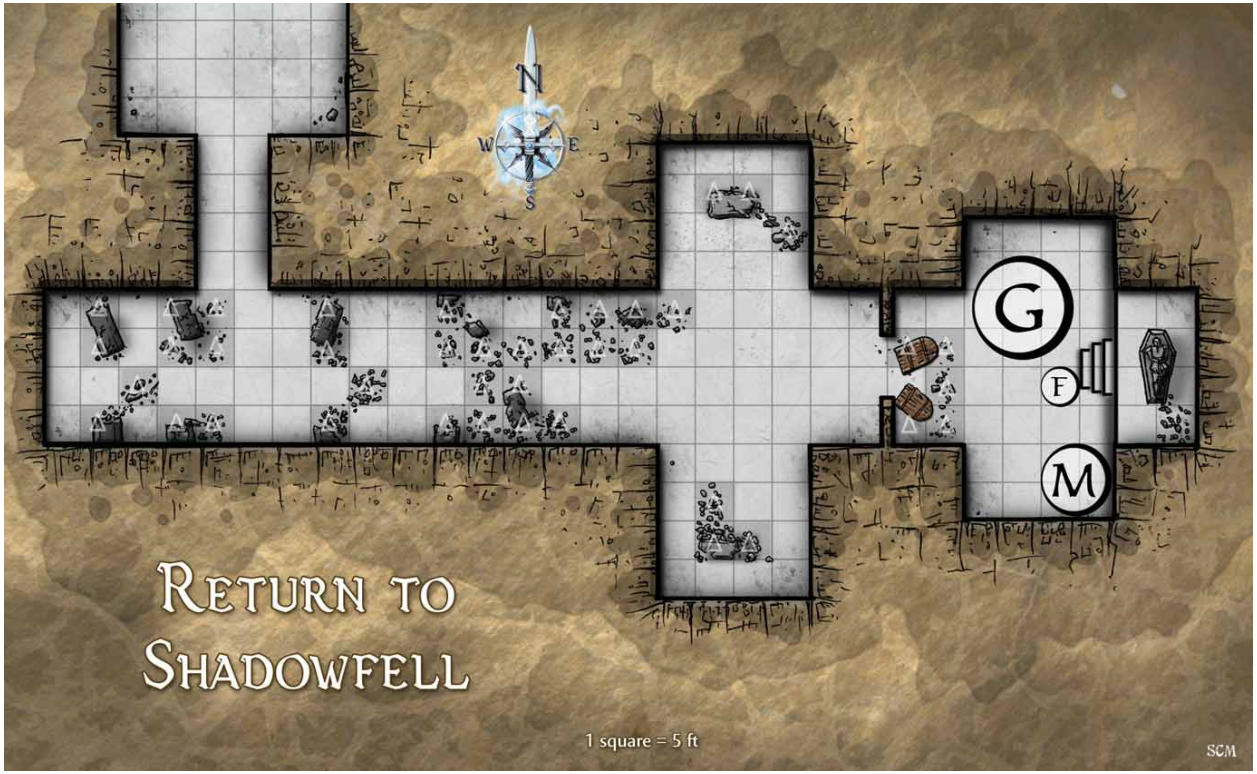
When I was a boy, I was squire to one of a group of knights sent by the empire to stop her last march. We were bold, strong, and armed with her nemesis—an artifact in the form of a mote of pure sunlight called the Sun's Sliver. But ultimately we failed. Though we forced her to flee the world and we put an end to her last winter, we did slay her. Now you must succeed where we failed.

Q: How do we defeat the Winter Witch?

My order hid the Sun's Sliver, binding it under a powerful seal hidden in a monastery that sits high in the Dawnforge Mountains. If you retrieve it and confront the Winter Witch in her lair, you can destroy her. But you must hurry. For I've failed you again. Those agents of Orcus tricked me into revealing the location of the monastery and the seal. They are already one step ahead of you, and without the Sun's Sliver you can hope only to banish the Winter Witch. Her evil will come again.

Q: What do demons and undead have to do with this?

At first I was puzzled as to why the filth of Orcus would be interested in the Sun's Sliver and Koliada's cold march, but during his interrogation, the flameskull told me the reason. Not only does Orcus want to corrupt the holy artifact to his own use, he wants the Winter Witch to succeed in her goal of freezing the entire northlands. A great evil lies dormant in a lowland volcano south of here. A winter freeze would unlock it, or so the flameskull claimed.



As the last knight of his order, he knights each of the PCs, and teaches them the ritual they need to open the seal and retrieve the *Sun's Sliver*. He then gives them these final words of warning.

The seal is not the only thing protecting the Sun's Sliver. A mighty invoker bound an angel of prophecy in with the artifact. He must be defeated before you can gain the Sun's Sliver.

Features of the Area

Illumination: None.

Smashed Sarcophagi: The sarcophagi once held the undead remains of knights sharing Sir Keegan's curse, but the flameskull and the demons have toppled them, smashed them, and left bits of the skeletons' undead remains scattered on the floor, creating squares of difficult terrain.

Smashed Altars: The two altars that used to stand in the inner alcoves have also been smashed by the demons. What is left of them constitutes difficult terrain.

Glabrezu	Level 23 Elite Brute
Huge elemental humanoid (demon)	XP 10,200
Initiative +14	**Senses** Perception +18; truesight 6
HP 520; **Bloodied** 260; see also *arcane fury*	
AC 39; **Fortitude** 42, **Reflex** 37, **Will** 37	
Resist 20 variable (3/encounter; see glossary)	
Saving Throws +2	
Speed 8, fly 8	
Action Points 1	
⊕ **Pincer Claw** (standard; at-will)	
Reach 3; +26 vs. AC; 2d8 + 8 damage.	
⸸ **Double Attack** (standard; at-will)	
The glabrezu makes two pincer claw attacks. If both claws hit the same target, the target is grabbed (until escape) if the glabrezu so chooses.	
➢ **Abyssal Bolt** (minor; at-will)	
Ranged 10; +24 vs. Reflex; 3d4 + 7 damage.	
✧ **Blasphemous Word** (minor; encounter) ✦ **Psychic**	
Close burst 5; targets enemies; +24 vs. Will; 1d12 + 7 psychic damage, and the target is dazed until the end of the glabrezu's next turn.	
✧ **Chaos Word** (minor; recharge ⚅)	
Close burst 5; targets enemies; +24 vs. Fortitude; 1d12 + 7 damage. This damage bypasses all resistances.	
Arcane Fury (free, when first bloodied; encounter)	
The glabrezu teleports 8 squares, recharges its *blasphemous word* and *chaos word* powers, and makes an *abyssal bolt*, *blasphemous word*, or *chaos word* attack.	
Alignment Chaotic evil	**Languages** Abyssal, Common
Skills Arcana +23, Bluff +19, Intimidate +19	
Str 26 (+19)	**Dex** 17 (+14) **Wis** 14 (+13)
Con 20 (+16)	**Int** 24 (+18) **Cha** 16 (+14)

Marilith	Level 24 Elite Skirmisher
Large elemental humanoid (demon)	XP 12,100
Initiative +22	**Senses** Perception +21; darkvision
HP 440; **Bloodied** 220	
AC 38 (42 when using *shroud of steel*); **Fortitude** 36, **Reflex** 35, **Will**33	
Resist 20 variable (3/encounter; see glossary)	
Saving Throws +2	
Speed 8	
Action Points 1	
⊕ **Scimitar** (standard; at-will) ✦ **Weapon**	
Reach 2; +29 vs. AC; 2d10 + 9 damage (crit 6d10 + 29).	
⸸ **Hacking Blades** (free, when an adjacent enemy misses the marilith with a melee attack; at-will) ✦ **Weapon**	
The marilith makes a scimitar attack against the enemy.	
⸸ **Shroud of Steel** (standard; at-will) ✦ **Weapon**	
The marilith makes two scimitar attacks and uses its other scimitars to parry incoming attacks, gaining a +4 bonus (+1 per scimitar) to AC until the start of its next turn.	
⸸ **Weapon Dance** (standard; recharges when first bloodied) ✦ **Weapon**	
The marilith makes six scimitar attacks. Each time it hits, the marilith shifts 1 square.	
Alignment Chaotic evil	**Languages** Abyssal
Skills Bluff +23, Insight +21, Intimidate +23, Stealth +25	
Str 28 (+21)	**Dex** 26 (+20) **Wis** 19 (+16)
Con 20 (+17)	**Int** 14 (+14) **Cha** 22 (+18)
Equipment 6 scimitars	

SC2: Finding Veira Rimefire

Encounter Level 24 (12,100 XP)

Setup

Once the PCs reach Gloomwrought and start looking for Veira, start the skill challenge.

Finding Veira Rimefire	**Level 24**
Skill Challenge	XP 12,100

The search for Veira Rimfire takes you to almost every corner of Gloomwrought.

The PCs spend time looking for more information about Veira.

Complexity

2 (requires 6 successes before 3 failures)

Primary Skills

Streetwise

Other Skills

Bluff, Diplomacy, Insight, Intimidate, or Perception

Victory

The PCs find out that Veira Rimefire was a lesser wizard with no link to the problems of the mortal world. They've been tricked by the undead knight outside of the Keep on the Shadowfell.

Defeat

The PCs are told that they can find Veira Rimefire in the Blackearth Cemetery. See the section on that cemetery below. It takes two full days to reach the remote cemetery, and two days to come back by the same method.

Special

Finding Veira is an arduous trial. The usually the PCs can only gain one success a day. If the PCs take six days or less to complete the skills challenge (success or failure) they will still have enough time to return to the Keep on the Shadowfell, gain important information from the remains of Sir Keegan by means of a Speak with Dead ritual, and make it to the Monastery of St. Alabat before Orcus's agents open the seal and take the Sun's Sliver. If it takes them more than six day, the Sun's Sliver is lost and they will have to confront Koliada without it.

Streetwise

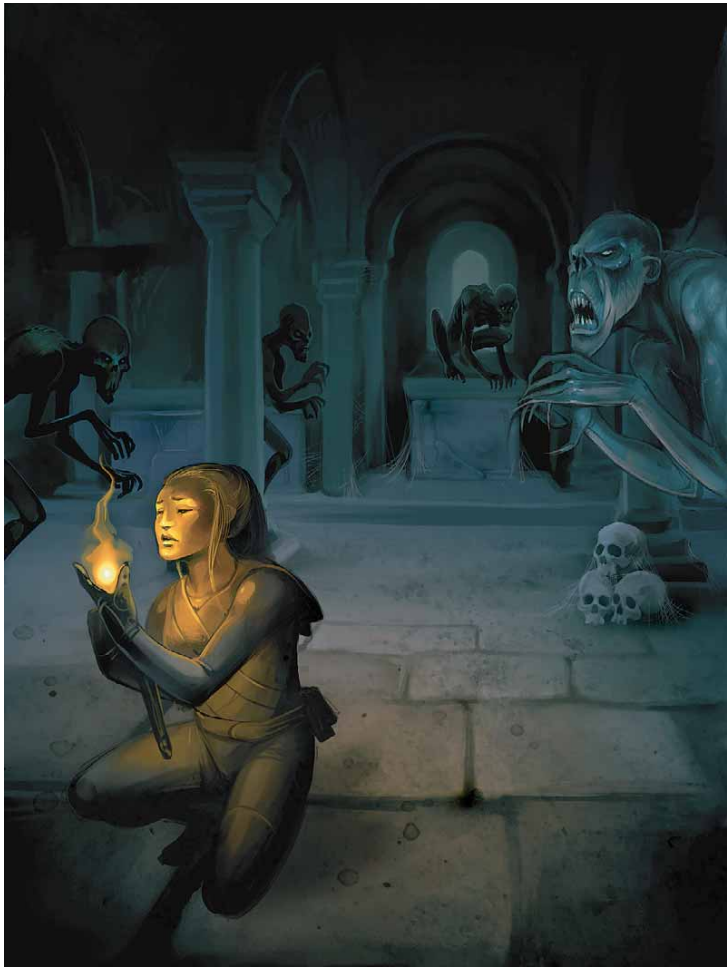
DC 24 (1 success, maximum 6 successes, no more than 1 each day). The first few successes lead the PCs to people who may know of Vox's whereabouts. Those initial leads haven't seen Vox in many years, and don't remember her being particularly powerful, but have information as to where the PCs can continue their search for the wizard. The last success leads the PCs to the person who killed Vox—a tiefling paladin of the Raven Queen named Wrath. He tells the PCs that Vox was nothing more than a petty criminal that he brought to justice when Vox tried to rob a pilgrimage. He is sure that Vox could not be the Winter Witch or a creature causing so much trouble in the world.

Bluff, Diplomacy, Insight, Intimidate, or Perception

DC 27 (0 successes) With a failed Streetwise check, each of these skill checks can be tried once by the PC to turn the failed check into a success. Through keen insight, careful negotiation, finding your way through rough areas to a source that's willing to talk, the PC finds a lead that assists them in discovering more information about Veira.

Expanding the Skill Challenge

The skill challenge given above is a very general abstraction of events as the PCs search for Veira in Gloomwrought. It's meant to be played quickly. If you want this to become an extended stay in the village, and create a side mission or mini-adventure, you might want to expand the skill challenge out so that each one is part of a small roleplaying encounter that could be part of other encounters you design.



G1: The Cemetery

Encounter Level 23 (25,500 XP)

Setup

1 desecration

When the PCs try to dig up the grave for further clues, read the following:

The ground rumbles, and the remains of those interred issue forth violently from the black dirt of the cemetery. The earth and corpses coalesce into an animate amalgamation. Once in its vaguely human form, an unnatural voice rasps from the strange maw that uses the rib bones for its teeth.

"Death to desecrators," it says as it advances toward you.

Tactics

As a relatively simple encounter, the fight has no encounter map. The desecration's goal is simple: to punish those who desecrated its graveyard. It typically lashes out with its *unholy smite* and *double attack*, reserving its *mouth of darkness* power for pesky strikers. It continue its assault until destroyed, following the PCs into the bog if need be.

Features of the Area

Illumination: The area's illumination depends on the time of day.

Desecration	**Level 23 Solo Controller**
Gargantuan natural animate (earth, undead)	XP 25,500
Initiative +14 **Senses** Perception +14; darkvision	
Aura of Malevolence (Fear) aura 10; any enemy within the aura that attacks with a radiant power takes a -2 penalty to the attack roll.	
HP 1,075; **Bloodied** 538; see also *dark plague* and *second wind*	
AC 39; **Fortitude** 38, **Reflex** 33, **Will** 37	
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 10 radiant	
Saving Throws +5	
Speed 8	
Action Points 2	
⊕ **Unholy Smite** (standard; at-will) ✦ **Necrotic**	
Reach 4; +28 vs. AC; 3d6 + 15 necrotic damage, and ongoing 15 necrotic damage (save ends).	
⸸ **Double Attack** (standard; at-will) ✦ **Necrotic**	
The desecration makes two unholy smite attacks.	
⸸ **Mouth of Darkness** (standard; at-will) ✦ **Necrotic**	
Reach 4; +26 vs. Reflex; 2d12 + 15 necrotic damage, and the target is grabbed.	
✧ **Dark Plague** (when first bloodied and again when the desecration is reduced to 0 hit points) ✦ **Necrotic**	
Close burst 20; targets enemies; +24 vs. Fortitude; the target is weakened (save ends). In addition, the target loses a healing surge. *Miss:* Half damage, and the target is weakened until the end of its next turn. The target does not lose a healing surge.	
Rejuvenation	
A desecration rises at full hit points one day after it has been destroyed. Only a quest destroys the creature completely, preventing it from using the *rejuvenation* power.	
Second Wind (standard; encounter) ✦ **Healing**	
The desecration spends a healing surge and regains 269 hit points. The desecration gains a +2 bonus to all defenses until the start of its next turn.	
Alignment Chaotic evil	**Languages** –
Str 26 (+19)	**Dex** 16 (+14) **Wis** 16 (+14)
Con 23 (+17)	**Int** 10 (+11) **Cha** 24 (+18)

M1: Deathwatch at Ravensroost

Encounter Level 26 (46,000 XP)

Setup

1 death titan (G)
2 dread wraiths (W)
1 phane (P)

The PCs enter this area by way of a long and winding mountain trail that winds its way up to the ruins. At the end of the train, just shy of the ruins, is a black stone bridge that is somewhat obscured by mists creeping up from the chasm it spans.

When the PCs approach the bridge, read:

A black stone bridge stretches across a chasm and into the mists that swirl up from the breach. Just beyond, the silhouette of the broken monastery peeks through the mist. The bridge is mostly unadorned, but a pair of large raven-shaped statues crowns the bridge's abutments at this end at least. Atop the right-hand statue, a real raven—foreboding and impossibly black with glowing red eyes—is perched.

The mists diffuse and obscure the light somewhat. Beyond it a group of creatures serving the sorrows-worn Morthalat—a death titan, dread wraiths, and a phane—stand guard diligently, silent as the grave.

The ravens atop the abutments are shadowravens also in the service of Morthalat—part of the shadow raven swarms that perch inside the ruined monastery. These ravens are here to serve as lookouts for activity coming across the bridge (though they're not particularly observant since their passive Perception is 16). At the first sight of the PCs, they fly toward the monastery, cawing loudly, which sets Morthalat's underlings in motion (see "Tactics," below) and, if at least one of the ravens makes it into the monastery, it ultimately warns Morthalat that interlopers approach.

Shadowraven
Initiative +12, **Perception** +6
HP 1; missed attack never damage a shadowraven
AC 39, **Fort** 37, **Reflex** 30, **Will** 16;
Speed 2, 12 fly (hover).

Tactics

Unless the PCs can successfully escape the notice of the shadowravens and sneak across the bridge (the phane's passive Perception is 25), the death titan moves up to cut off the path off the bridge, but stops short of squeezing onto it.

The dread wraiths dart out of the conifer copses and harry the PCs on the bridge or those who are using flight to bypass the giant's choke point.

The phane keeps its distance for as long as the death titan is keeping the PCs at bay. It shoots its *wizening ray* at defenders engaged with the death titan, controllers, and leaders in that order of priority.

The goal of these creatures is to stop the PCs from interrupting Morthalat's work within the monastery, and they purse that goal to the death.

Death Titan (T) **Level 25 Elite Brute**
Huge shadow humanoid (giant) XP 14,000
Initiative +18 **Senses** Perception +20; darkvision
Soulburner aura 5; enemies in the aura take a -2 penalty to attack rolls and defenses; a creature that dies within the aura bestows one soul shard to the death titan (see *soul shroud*).
HP 574; **Bloodied** 287
AC 39; **Fortitude** 42, **Reflex** 38, **Will** 35
Resist 30 necrotic
Saving Throws +2
Speed 8
Action Points 1
Greataxe (standard; at-will) ✦ **Weapon**
Reach 3; +28 vs. AC; 2d8 + 10 damage (crit 6d8 + 26).
Double Attack (standard; at-will) ✦ **Weapon**
The death titan makes two greataxe attacks.
Soul Devourer (standard; recharge ⚅) ✦ **Necrotic**
Ranged 5; +28 vs. Fortitude; the target loses a healing surge, and the death titan's soul shroud gains one soul shard. A target without healing surges takes damage equal to half its total hit points.
Soulfire Burst (standard; at-will) ✦ **Necrotic**
Close burst 1; +26 vs. Reflex; 2d12 + 6 necrotic damage. The death titan must expend one soul shard to use this power.
Consume Soul Shard (minor; at-will) ✦ **Healing**
The death titan expends one soul shard and regains 20 hit points.
Soul Shroud
The *soul shroud* contains soul shards that swirl around the death titan to protect and empower it. At the beginning of an encounter, the *soul shroud* contains four soul shards. While the *soul shroud* is depleted of soul shards, the death titan takes a -2 penalty to attack rolls.
Alignment Evil **Languages** Giant
Skills Intimidate +20
Str 31 (+22) **Dex** 23 (+18) **Wis** 17 (+15)
Con 27 (+20) **Int** 12 (+13) **Cha** 16 (+15)
Equipment plate armor, greataxe

Features of the Area

Illumination: The lighting depends on the time of day.

Bridge: This ancient bridge is not only physically sturdy, it is magically enhanced. It has the following statistics: AC 4; Fortitude 30; hp 400.

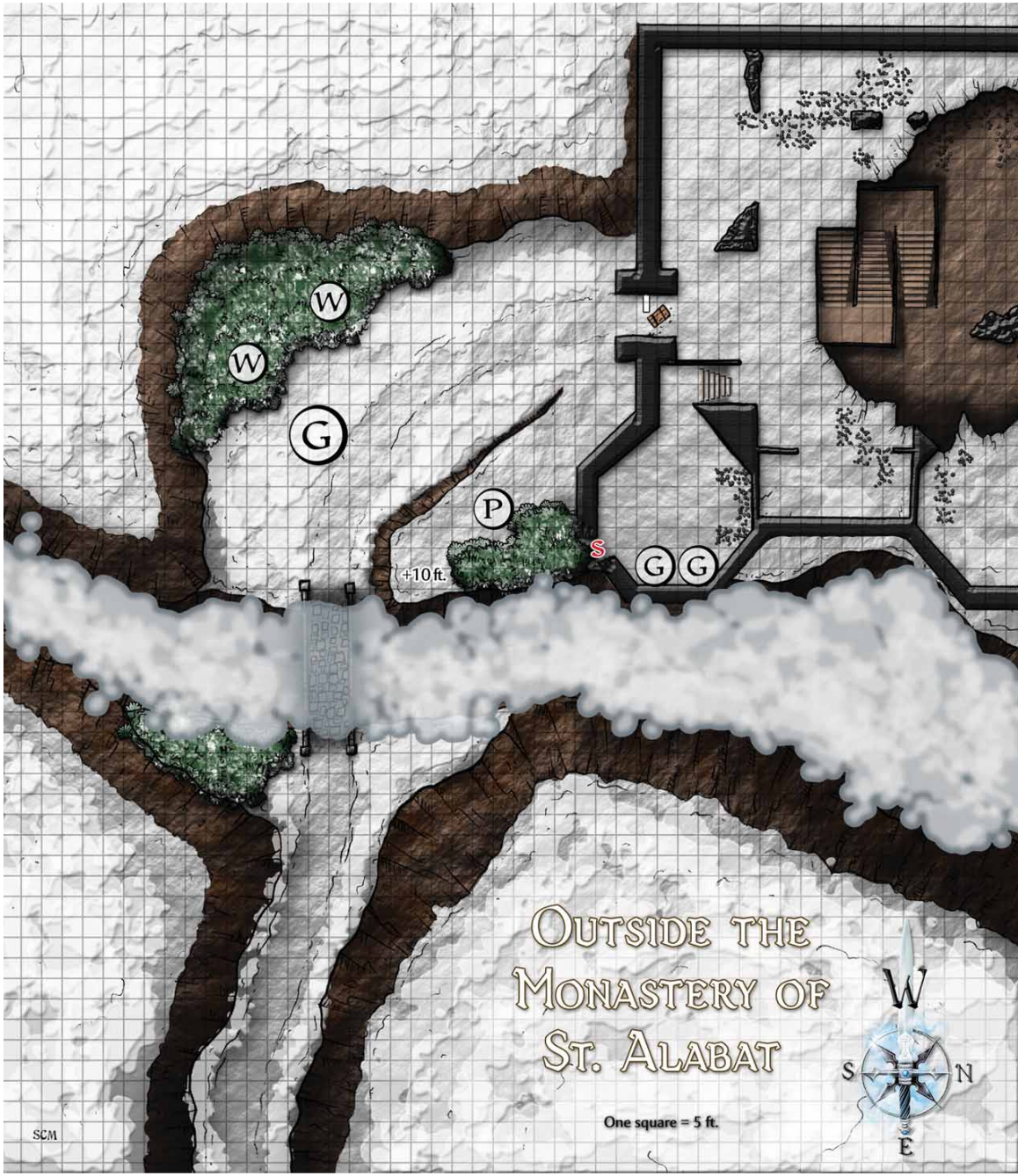
Chasm: A frozen mountain river winds its way 150 feet (30 squares) below the bridge.

Monastery's Front Door: The door has been burst open, and it offers no real resistance to those seeking entrance to the inner ruins.

Secret Door: The secret door is difficult to spot (Perception DC 27) and must either be burst through (AC/Reflex 4; Fortitude 24; hp 80) or opened with a DC 30 Thievery check. Busting down the door or failing the Thievery check by 5 or more rouses the two inert golems inside (see "St. Alabat's Last Secret" above).

Snow Drifts: The snow in the area is normal terrain; it is not deep enough to seriously impede movement.

Trees: The trees are difficult and cover terrain.



2 Dread Wraiths (W) **Level 25 Lurker**
Large shadow humanoid (undead) XP 7,000

Initiative +25 **Senses** Perception +18; darkvision
Shroud of Night aura 5; bright light in the aura is reduced to dim light, and dim light becomes darkness.
HP 124; **Bloodied** 62; see also *death strike*
Regeneration 20 (if the dread wraith takes radiant damage, regeneration is negated until the end of the wraith's next turn)
AC 37; **Fortitude** 33, **Reflex** 37, **Will** 37
Immune disease, fear, poison; **Resist** 30 necrotic, insubstantial; **Vulnerable** 15 radiant (see also *regeneration* above)
Speed fly 10 (hover); phasing ; see also *shadow glide*

⊕ **Dread Blade** (standard; at-will) ✦ **Necrotic**
Reach 2; +28 vs. Reflex; 2d10 + 9 necrotic damage, and the target is weakened (save ends).

Death Shriek (when reduced to 0 hit points) ✦ **Psychic**
Close blast 3; targets enemies; +27 vs. Will; 4d6 + 9 psychic damage, and the target is dazed (save ends). *Miss:* Half damage, and the target is not dazed.

Combat Advantage ✦ **Necrotic**
The dread wraith deals an extra 3d6 necrotic damage against any target it has combat advantage against.

Shadow Glide (move; encounter)
The dread wraith shifts 6 squares.

Spawn Wraith
Any humanoid killed by a dread wraith rises as a free-willed dread wraith at the start of its creator's next turn, appearing in the space where it died (or in the nearest unoccupied space). Raising the slain creature (using the Raise Dead ritual) does not destroy the spawned wraith.

Alignment Chaotic evil **Languages** Common
Skills Stealth +26
Str 18 (+16) **Dex** 28 (+21) **Wis** 12 (+13)
Con 20 (+17) **Int** 14 (+14) **Cha** 28 (+21)

Phane (P) **Level 26 Elite Controller**
Large immortal magical beast XP 18,000

Initiative +23 **Senses** Perception +25; darkvision
HP 478; **Bloodied** 239
AC 41; **Fortitude** 38, **Reflex** 41, **Will** 38
Resist insubstantial
Saving Throws +2
Speed 10, fly 10
Action Points 1

⊕ **Temporal Touch** (standard; at-will)
Reach 2; +29 vs. Reflex; 2d8 + 10 damage, and the target is slowed until the end of the phane's next turn. The phane shifts 4 squares before or after making this attack.

Wizening Ray (standard; at-will)
Ranged 10; +29 vs. Fortitude; 2d6 + 9 damage, and the target is dazed and weakened (save ends both). *Aftereffect:* The target is weakened (save ends). The target appears elderly until the effects of the *wizening ray* end.

Wizening Tempest (standard, usable only while bloodied; at-will)
Close burst 1; phanes are immune; +29 vs. Fortitude; 2d6 + 10 damage, and the target is stunned (save ends). *Aftereffect:* The target is dazed and weakened (save ends both). The target appears elderly until the effects of the *wizening tempest* end.

Temporal Fugue (minor; at-will)
By moving backward and forward in time, a phane can remove one effect afflicting it.

Alignment Unaligned **Languages** Supernal
Str 24 (+20) **Dex** 30 (+23) **Wis** 25 (+20)
Con 23 (+19) **Int** 28 (+22) **Cha** 22 (+19)

M2: Morthalat's Endgame

Encounter Level 26 (52,228 XP)

Setup

Morthalat, shadowsworn deathlord (M)
3 shadowraven swarms (S)
6 tomb guardian thralls (T)

As the PCs enter the area, the forces of Orcus are on the verge of victory. Even before they see what's going on here, they hear the strange whirling buzz of the *Engine of Lum*.

When the full area comes into the PCs' view, read the following:

Down the stairs, some 80 feet below, is a collapsed section of the monastery. At the far end of it, covering a large section of the floor, is a gargantuan seal made of stone and gold and etched with glowing purple Supernal runes. At the far end of the room is a strange machine—a large blackish purple crystal lying on its sides. Electric blue energy shoots from the crystal toward a series of four pylons positioned symmetrically around the seal. Held up off the ground by ornate legs of matte black metal, the crystal is studded here and there with plates of the same matte black metal, which is adorned with knobs, buttons, switches, gyroscopes, levers, and other whirling devices. A bizarre winged humanoid, looking something like a mix of demon and undead, anxiously inspects the strange control patterns on the machine.

The arcane engine shoots out toward the tip of the crystal and toward a pylon made up of the strange same metal and a lesser crystal. From there, the energy swirls around the pylon before splitting into two streams, each shooting to a similar pylon beyond. The energy from those two meets again at a fourth pylon that sits opposite the first in the group encircling the seal.

After weeks of frustration, Morthalat is ecstatic that he has finally found the right settings on the outlandish and complicated *Engine of Lum* to break the tricky ward that stands between him and the *Sun's Sliver*. He becomes enraged when he finds that a group of powerful PCs enters to threaten him.

When Morthalat sees the PCs, read the following:

"Foolish and puny creatures of this world, do not interfere with the work of Orcus, or your bones will adorn the walls of Everlost."

Development

If the PCs don't disrupt the *Engine of Lum*, it opens the seal on its seventh turn in the encounter, and Remliel bursts out of the ward and joins the fray (see tactical encounter "M3: Remliel," below). If the PCs disrupt the *Engine of Lum*, they can open the seal by using the ritual Sir Keegan gave them. These are the only two ways to open the seal.

If defeated and captured, Morthalat's bluster turns to a craven need to survive at any costs. He tells the PCs all he knows, including the reason for the Blood Lord's desire to obtain the *Sun's Sliver*.

"In the southland there is a crater lake atop a still active volcano, and on that lake, there is an island with a bubbling volcanic spring. What few know is that an ancient primordial is trapped under the lake. If that bubbling spring is ever completely frozen over by winter's chill—cold spells, prayers, and invocations will not do—the primordial trapped there will be freed. Orcus has made a deal with the Winter Witch—if he captures and corrupts the Sun's Sliver, she'll push winter farther southward toward Smoking Lake.

While Orcus's desire to free the primordial bound in the Smoking Lake is beyond the scope of this adventure, it could provide an interesting adventure of your own design!

The *Engine of Lum*

Though an artifact in its own right, and one of the many creations of the legendary Lum the Mad, for the purposes of this adventure the *Engine of Lum* is presented as a piece of active terrain, with the following rules.

Engine of Lum
Initiative +22
On Its Turn most of the artifact's power is focused on breaking down the seal of Remliel's defenses. After 7 turns it completes its task.
HP 299; **Bloodied** 148
AC 39; **Fortitude** 37, **Reflex** 39, **Will** 36
Eldritch Feedback (free action, when the engine or the pylons are attacked, or an attempt to disable the device with a Thievery check fails by 5 or more)
Close burst 3 center on a square adjacent to the triggering creature; +33 vs. Reflex; 4d6 +8 lightning damage, and the target is stunned until the end of its next turn.
Countermeasures
Thievery (standard action): A 4 success before 3 failure skill challenge shuts down the device or a pylon, disrupting the Engine.
Arcana (standard action): A 4 success before 3 failure skill challenge shuts down the machine by manipulating its strange controls on the main engine.

If you want, you can give out the Engine of Lum as treasure, but this strange and fickle artifact does not give out its secrets easily (and it has many) and figuring out what it can do and how to work the machine should be its own epic quest.

Tactics

When the tomb guardian thrall at the top of the stairs spots the PCs, it makes enough commotion to warn its fellow farther down the stairs, and that warning then spreads to the others. The group clamors up the stairs to confront the threat, aided by the shadowraven swarms perched among rocks in the area's periphery.

Morthalat does not enter combat at first. He hangs back to protect the *Engine of Lum*. He knows he is close to breaking the seal, and he wants to see the job through. If the PCs approach the machine, he flies over the seal and the energy produced by the *Engine* to confront the PCs, using his *reap and fade* power to harry their approach.

Features of the Area

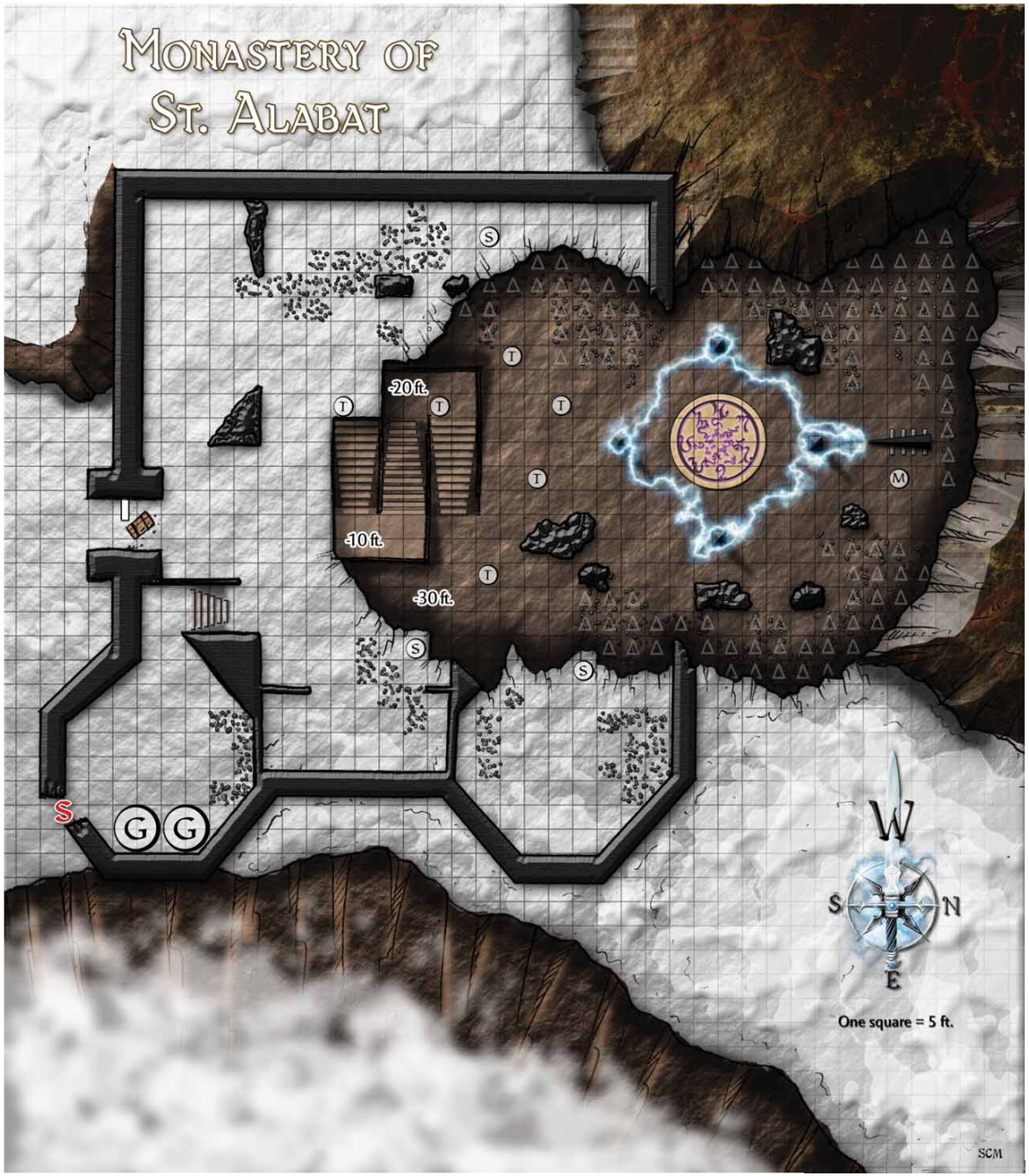
Illumination: The lighting in the area depends partially upon the time of day (since these are ruins, the buildings are not fully intact).

Rubble: The rubble in this area is difficult terrain.

Large Debris Pieces: A number of large pieces of collapsed debris are here. They are typically 20 feet tall and serve as blocking terrain only for those who are not 5 or more squares above them.

Stairs: The stairs are steep. It costs 2 squares to go up the stairs, but only 1 square to go down the stairs.

Snow Drifts: The snow in the area is normal terrain; it is not deep enough to seriously impede movement.



3 Shadowraven Swarms (S) **Level 27 Brute**
Medium shadow beast (swarm) XP 11,000
Initiative +20 **Senses** Perception +14; darkvision
Swarm Attack aura 1; the shadowraven swarm makes a basic attack as a free action against each enemy that begins its turn in the aura.
HP 296; **Bloodied** 148
AC 39; **Fortitude** 37, **Reflex** 39, **Will** 36
Resist half damage from melee and ranged attacks; **Vulnerable** 10 against close and area attacks
Speed 2, fly 12 (hover)
⊕ **Swarm of Talons** (standard; at-will) ✦ **Necrotic**
+30 vs. Reflex; 2d8 + 4 damage plus 1d8 necrotic damage.
⸸ **Murder's Wrath** (standard, usable only while bloodied; encounter)
The shadowraven swarm shifts up to 6 squares and can move through enemy-occupied squares as it moves. It makes a melee basic attack against any creature whose space it enters. The swarm cannot attack a target more than once in this fashion, and it must end its movement in an unoccupied square.
Alignment Unaligned **Languages** –
Str 20 (+18) **Dex** 24 (+20) **Wis** 12 (+14)
Con 16 (+16) **Int** 2 (+9) **Cha** 18 (+17)

6 Tomb Guardian Thralls (T) **Level 22 Minion**
Medium natural animate (undead) XP1,038
Initiative +19 **Senses** Perception +15; darkvision
HP 1; a missed attack never damage a minion
AC 34; **Fortitude** 33, **Reflex** 34, **Will** 32
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 8
⊕ **Twin Scimitar Strike** (standard; at-will) ✦ **Weapon**
The skeletal tomb guardian makes two scimitar attacks against the same target: +25 vs. AC; 5 damage (7 damage on a crit). This also holds true for opportunity attacks.
⸸ **Cascade of Steel** (standard; at-will) ✦ **Weapon**
The skeletal tomb guardian makes two *twin scimitar strike* attacks (four scimitar attacks total).
⸸ **Sudden Strike** (immediate reaction, when an adjacent enemy shifts; at-will) ✦ **Weapon**
The skeletal tomb guardian makes a melee basic attack against the enemy.
Alignment Unaligned **Languages** –
Str 26 (+19) **Dex** 27 (+19) **Wis** 19 (+15)
Con 24 (+18) **Int** 3 (+7) **Cha** 3 (+7)
Equipment 4 scimitars

Morthalat (M) **Level 28 Lurker (Leader)**
Sorrowsworn Deathlord
Large shadow humanoid XP 13,000
Initiative +31 **Senses** Perception +26; darkvision
Mournful Whispers aura 1; any enemy that starts its turn in the aura is dazed until the start of its next turn.
HP 204; **Bloodied** 102
AC 42; **Fortitude** 38, **Reflex** 41, **Will** 38
Speed 8, fly 10 (hover); phasing
⊕ **Dark Scythe** (standard; at-will) ✦ **Necrotic, Psychic, Weapon**
Reach 2; +32 vs. AC; 4d10 + 9 necrotic and psychic damage, and the target is weakened until the end of the sorrowsworn deathlord's next turn.
⸸ **Reap and Fade** (standard; recharge ⚅ ⚄ ⚃) ✦ **Necrotic, Psychic, Teleportation**
The sorrowsworn deathlord makes a *dark scythe* attack, teleports 10 squares, and turns insubstantial until the start of its next turn.
Bleak Visage ✦ **Fear**
Melee and ranged attacks made against the sorrowsworn deathlord take a -2 penalty to the attack roll.
Alignment Unaligned **Languages** Common
Skills Insight +26, Stealth +32
Str 28 (+23) **Dex** 36 (+27) **Wis** 24 (+21)
Con 30 (+24) **Int** 24 (+21) **Cha** 30 (+24)
Equipment robes, scythe

M3: Remliel

Encounter Level 23 (25,500 XP)

Setup

Remliel, Angel of Prophecy

This encounter occurs either when the *Engine of Lum* destroys the last wards of the seal of Remliel or when the PC uses the ritual given to them by Sir Keegan to lower the wards.

When this happens, an angel of prophecy, Remliel, bursts from the ward to confront those who dared break it.

When this happens, read the following:

The violet runes on the seal glow in intensity, and then flicker out. With a sharp cracking sound, fissures start to form on the stone and gold of the seal. The ground rumbles as the seal blasts out in all directions, as a huge angelic form armed with a pair of icy katars bursts from the seal.

If the *Engine of Lum* freed the angel, instead of using Remliel's initiative, just place him in the initiative right after the *Engine's* turn. He bursts out from the seal as a free action, and when he does, the shock of the egress makes the following close burst attack from the seal:

Blast of the Broke Seal (free, when Remliel bursts forth from the seal; encounter) ✦ **Thunder**
Close burst 5; +26 vs. Fortitude; 3d6 + 9 thunder damage, and the target is pushed 3 squares and knocked prone.

Remliel ends his move 12 squares (60 feet) above the seal, spends the rest of his turn assessing the situation, and says in Common:

"Mortals, look upon me and despair. Though it was hoped that this day would never come, prophecy also foretold it must. Know that the light that lies below can be removed only over my lifeless form. Only through this trial by combat can I give up the Sun's Sliver."

Tactics

Remliel begins his assault by flying down to striking distance of the strongest or most menacing combatant. If Morthalat is still on the field, he begins with the sorrowsworn. Remliel starts by placing his *mark of prophecy* on the first target he engages, and then he uses his *katar death dance* to take care of multiple combatants. He then spends an action point to repeat the *katar death dance* during his first turn in combat.

Once he is reduced to 0 or fewer hit points, the angel plays dead (Bluff +19 against the PCs' passive Insight each round) for as long as he can to regain strength and renew his duty.

Development

Once the PCs defeat Remliel, they find the *Sun's Sliver* at the bottom of the 50-foot-deep pit that the seal once covered.

Features of the Area

Illumination: The lighting in the area depends partially upon the time of day (since these are ruins, the buildings are not fully intact).

Remliel, Angel of Prophecy — **Level 23 Solo Skirmisher**
Huge immortal humanoid (angel) — XP 4,800

Initiative +20 **Senses** Perception +23
Angelic Presence Attacks against Remliel take a -2 penalty until Remliel is bloodied.
HP 981; **Bloodied** 490; see also, *prophecy of rebirth.*
AC 40; **Fortitude** 38, **Reflex** 37, **Will** 37
Immune disease, fear; **Resist** 15 thunder, 15 cold, 15 radiant
Saving Throws +5
Speed 8, fly 12 (hover)
Action Points 2

⊕ **Katar** (standard; at-will) ✦ **Cold, Radiant, Weapon**
Reach 3; +28 vs. AC; 1d10 + 8 damage plus 2d8 cold and radiant damage (crit 18 + 1d10 damage plus 16 cold and radiant damage).

⸸ **Katar Death Dance** (standard; at-will) ✦ **Cold, Radiant, Weapon**
Remliel can make four katar against different enemies. After each attack Remliel makes (hit or miss), he can shift 2 squares.

⸸ **Mark of Prophecy** (minor; at-will)
Reach 3; +26 vs. Will; the target is under the effects of Remliel's *mark of prophecy.* Remliel can only have one creature under the effects of a *mark of prophecy* at time. The *mark of prophecy* has the following effects: the target is marked by Remliel, and while marked and within sight of Remliel, when the target hits Remliel, the angel can force it to reroll the attack at a -2 penalty. Also, once on each of his turns as a free action, if Remliel misses the target with a melee attack, the angel can reroll that attack.

Word of Prophecy (free, when first bloodied; encounter) ✦ **Thunder, Fear**
Close burst 3; +23 vs. Will; 3d8 + 9 thunder damage, and the target is pushed 3 squares and takes ongoing 10 psychic and is slowed (save ends both).

Prophecy of Rebirth
The first time each day that Remliel is reduced to 0 or fewer hit points, he gains regeneration 10 until he regains hit points equal to his bloodied amount or is reduced to 0 or fewer hit points again, whichever comes first.

Threatening Reach
Remliel can make opportunity attacks against all enemies within his reach (3 squares).

Alignment Any **Languages** Supernal
Skills Acrobatics + 23, Insight +23, Intimidate +24
Str 29 (+20) **Dex** 24 (+18) **Wis** 25 (+18)
Con 26 (+19) **Int** 19 (+15) **Cha** 27 -(+19)
Equipment plate armor, 2 katars

S1: Frozen Passage

Encounter Level 26 (47,450 XP)

Setup

4 iceling slashers (I)
3 ice troll rimehammers (T)
Colzath, iceling mage (C)

If traveling by foot, the PCs approach by way of the ledge trail that winds its way up to the western section of the map.

If the PCs use flight to assault the overhang from another direction, modify the encounter appropriately, which means that Colzath sounds the ice horn earlier, doing so as soon as she's threatened.

When the PCs approach, read:

The wind blows fiercely here, and the snow swirls in a way that obscures your vision. Just barely in the distance, you can make out the strange circle of blue ice you seek. It sits on a thick glacial overhang covered with snow and pocked with boulders that must have fallen somewhat recently from near the peak of Crone's Finger.

Amid the blowing snow, creatures shamble and flit.

Nearer to the trail that leads to the overhang are a quartet of icy fey—their thin blue forms flitter about and are at times held aloft clumsily by translucent wings of what appears to be thin ice. They are quicker on the ground, and they wrestle among themselves with savage glee, seemingly using sharp teeth and icicle claws in their violent play.

Beyond them, near an area choked with the frozen folk that litter the other areas of the Winter Witch's advance, is a group of three ice trolls. Each wields a maul made of solid ice.

Near the far edge of the overhang, next to what appears to be a horn made of solid ice, stands another of the icy fey. This one wears white, ice-crusted robes and wields a staff of black ice. Not engaging in the frivolities of her kin, her face is fixed in a more serious countenance, as if lost in thought.

Features of the Area

Illumination: The lighting depends on the time of day.

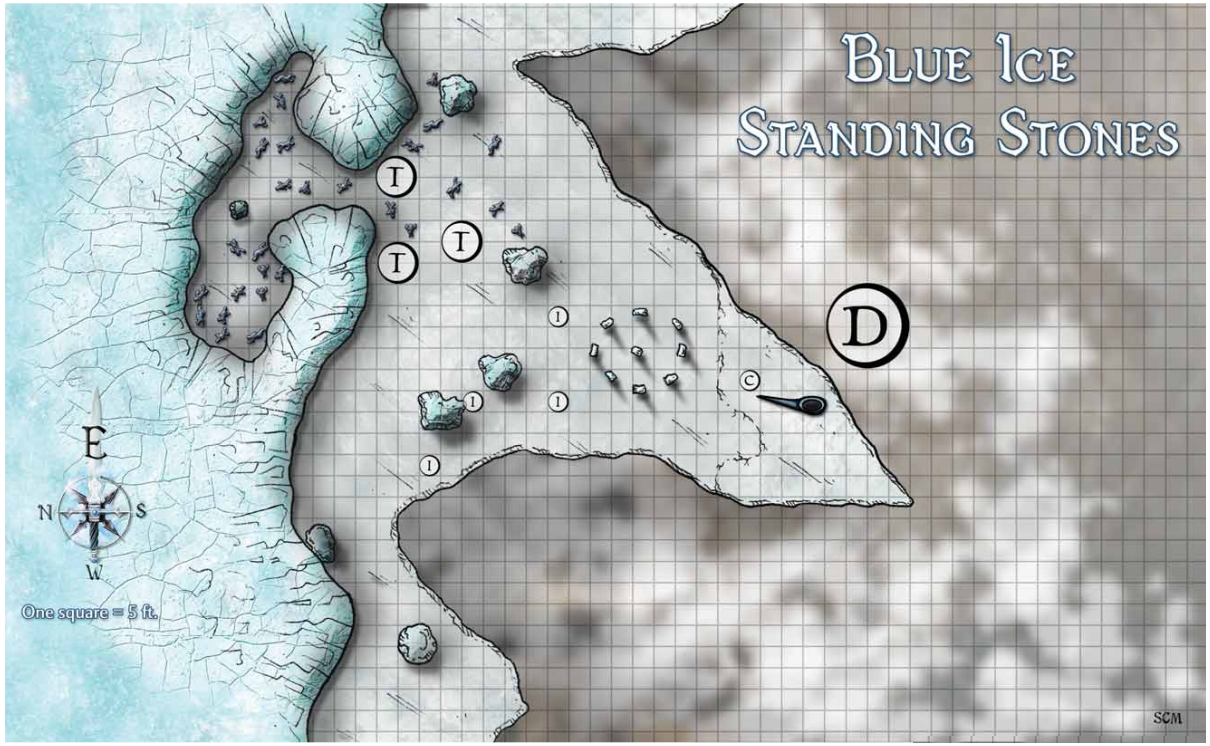
Boulders: The boulders are 2 squares tall (10 feet) and serve as blocking terrain for creatures not flying over it.

Ice Horn: The ice horn is difficult terrain that can grant cover.

Frozen Victims: The frozen victim is like a statue; it is difficult terrain that grants a creature cover.

Over the Edge: A PC pushed over the edge of the ledge or snow overhang gets a saving throw. If the PC saves, he or she is knocked prone. If the PC fails, the fall is 200 feet to the bottom, but the PC can attempt a saving throw each 20 feet to try to hold on to an icy ledge or overhang somewhere below. On a save, the PC takes falling damage for that amount, but he or she can go back up to the ledge and back to the fight. It takes 1 round for each 5 feet the character fell to make it back up by foot.

Snow Drifts: The snow in the area is deep. Those without ice walk treat the snow here as difficult terrain.



Tactics

Bored and waiting for their mistress, who has been absent from the world for the past few weeks, the icelings and trolls are bored and eager to fight. They move forward and engage with a savage glee as soon as they spot the PCs.

The icelings engage in hit-and-run tactics with their *slick assault* and *frost step* attacks, and the natural synergy provided by the ice troll's aura. They provide flanks to the ice trolls whenever possible.

Vicious and cruel, the ice trolls try to lock down the PCs and beat them to a bloody mess. They don't hesitate to *bull rush* those who stray too close to the edges of the ledges and overhangs (an attack line for this attack has been added to the stat block).

The iceling mage, Colzath, stays back, peppering the PCs with her *freezing bolt* and *venomous hailstorm*. She stays close to the ice horn, blowing it (a standard action) when or just before she is threatened by melee combatants. Blowing the horn summons the dragon Kurikveaeri from his lair below (see "S2: Kurikveaeri Rises" below).

4 Iceling Slashers (I) **Level 23 Skirmishers**
Medium fey humanoid (cold) XP 5,100

Initiative +22 **Senses** Perception +18; low-light vision
HP 210; **Bloodied** 105
AC 37; **Fortitude** 35, **Reflex** 37, **Will** 34
Immune cold
Speed 10 (ice walk), fly 6 (clumsy)

⊕ **Claws** (standard; at-will) ✦ **Cold**
+28 vs. AC; 2d10 + 8 cold damage.

⸸ **Slick Assault** (standard; recharge 5 6) ✦ **Cold**
Make 2 claw attacks against two different targets. If both hit, the iceling can shift 5 squares a free action.

Frost Step (move; encounter) ✦ **Cold, Teleportation**
The iceling teleports 10 squares, making the following attack to all creatures that are adjacent to it when it teleports: +25 vs. Fortitude; target is immobilized and takes ongoing 15 cold damage (save ends both).

Alignment Unaligned **Languages** Common, Elven
Skills Insight +26, Stealth +32
Str 17 (+14) **Dex** 28 (+20) **Wis** 25 (+18)
Con 26 (+19) **Int** 22 (+17) **Cha** 19 (+15)

Colzath, Iceling Mage (C) **Level 24 Artillery**
Medium fey humanoid (cold) XP 6,050

Initiative +21 **Senses** Perception +18; low-light vision
HP 170; **Bloodied** 85
AC 37; **Fortitude** 34, **Reflex** 37, **Will** 34
Immune cold
Speed 10 (ice walk), fly 6 (clumsy)

⊕ **Claws** (standard; at-will) ✦ **Cold**
+30 vs. AC; 2d8 + 4 cold damage.

⊛ **Freezing Bolt** (standard; at-will) ✦ **Cold**
Ranged 20; + 29 vs. Reflex; 3d8 + 9 cold damage and the target is slowed until the end of its next turn.

Venomous Hailstorm (standard; recharge ⚅ ⚄ ⚃) ✦ **Cold, Poison**
Burst 1 within 20; + 27 vs. Fortitude; 2d8 + 9 cold damage, and the target takes ongoing 15 poison damage (save ends).

Frost Step (move; encounter) ✦ **Cold, Teleportation**
The iceling teleports 10 squares, making the following attack to all creatures that are adjacent to it when it teleports: +25 vs. Fortitude; target is immobilized and takes ongoing 15 cold (save ends both).

Alignment Unaligned **Languages** Common, Elven
Skills Insight +26, Stealth +32
Str 17 (+15) **Dex** 29 (+21) **Wis** 22 (+18)
Con 26 (+20) **Int** 26 (+20) **Cha** 19 (+16)
Equipment robes, staff of black ice

3 Ice Troll Rimehammers (T) **Level 25 Soldier**
Large natural humanoid XP 7,000

Initiative +21 **Senses** Perception +18
Emanating Cold aura 1; any enemy that starts its turn in the aura is slowed by the numbing cold until the start of its next turn.
HP 227; **Bloodied** 113
Regeneration 20 (if the troll takes acid or fire damage, regeneration does not function until the end of its turn)
AC 41; **Fortitude** 39, **Reflex** 37, **Will** 36
Speed 8 (ice walk)

⊕ **Maul** (standard; at-will) ✦ **Weapon**
Reach 2; +32 vs. AC; 2d8 + 10, and the target takes ongoing 15 cold damage (save ends).

⊕ **Bull Rush** (standard; at-will)
+28 vs. Fortitude; the ice troll pushes the target 1 square and shifts into the vacated space.

⸸ **Frenzied Strike** (free, when a troll's attack bloodies an enemy; at-will)
The troll makes a maul attack.

⸸ **Rimehammer** (standard action; recharge ⚃)
Reach 2; +32 vs. AC; 4d8 + 10 and the target takes ongoing 10 cold damage and is immobilized (save ends both).

Troll Healing ✦ **Healing**
If the troll is reduced to 0 hit points by an attack that does not deal acid or fire damage, it rises on its next turn (as a move action) with 10 hit points.

Alignment Chaotic evil **Languages** Common, Giant
Skills Athletics +27, Endurance +25
Str 30 (+22) **Dex** 25 (+19) **Wis** 22 (+18)
Con 27 (+20) **Int** 9 (+11) **Cha** 14 (+14)
Equipment Scale armor, maul

S2: Kurikveaeri Rises

Encounter Level 24 (30,250 XP)

Setup

Kurikveaeri, ancient white dragon (D)

When Colzath blows the ice horn, the dragon Kurikveaeri is summoned from its ice cave in the vale below. Roll for the dragon's initiative. It flies to the spot next to the icy overhang on its initiative a round after the iceling mage sounds the note.

Read the following when Kurikveaeri appears:

For a moment the harsh winds atop the mountain turn into a hurricanelike gale, and the overhang begins to shake. Then, a giant white dragon's form blots out what little sunlight there is here. Its massive wings beat out a rhythm more thunderous than those of the giant bellows in deep dwarven holds. Calmly, arrogantly, the white wyrm assesses the situation while still on the wing. It looks at you with what you can only figure is inhuman disdain, and roars one word: "Die!"

Tactics

Kurikveaeri is arrogant, brutal, blunt, and bound by ancient pact to Koliada and the protection of her passage to the Feywild. He typically starts with a blast of his *breath weapon*, knowing it does not affect the icelings, and not caring what it does to any nearby trolls. He then launches into melee, landing near the far tip of the glacial overhang (the collapsible part) if it can. It wants to draw the PCs on to it, and then use its *frightful presence* just before collapsing the section.

It then continues its assault until defeated or victorious.

Features of the Area

Since this encounter takes place in the same space as "S1: Frozen Passage" it has the same terrain features. The difficult terrain effect of dragon's aura and the difficult terrain for the snow drifts do not stack.

The only different terrain feature is the collapsing icy overhang, which is presented as a power that only Gargantuan creatures (namely Kurikivaeri) can use.

Collapsing Shelf (standard; encounter)
This attack targets all creatures on the collapsible section of the ice shelf (the far end designated by the thin black line on the map); +27 vs. Reflex; the target falls as the shelf collapses, but gets a saving throw to hold on to an edge. **Successful Save:** The target can attempt to climb 15 feet up on its next action (Athletics DC 25) and make it to the edge of the collapsed section. **Failed Saving Throw:** The target starts to fall 200 feet to the bottom. Each 20 feet it gains another saving throw. On a save, the target falling damage for the amount fallen, but can make its way up the ledge back to the fight. It takes one round for each 5 feet the target fell, to make it back up by foot.

Kurikveaeri, Ancient White Dragon (D) — **Level 24 Solo Brute**
Gargantuan natural magical beast (dragon) — XP 30,250

Initiative +15 **Senses** Perception +21; darkvision
Aura of Winter (Cold) aura 5; a creature that enters or begins its turn in the aura takes 30 cold damage. The ground is treated as difficult terrain, and creatures flying in the aura (other than the dragon) move at half speed. Creatures in the aura have concealment against ranged attacks.
HP 1,145; **Bloodied** 572; see also *bloodied breath*
AC 38; **Fortitude** 43, **Reflex** 37, **Will** 38
Resist 30 cold
Saving Throws +5
Speed 9 (ice walk), fly 9 (hover), overland flight 12
Action Points 2

Bite (standard; at-will) ✦ **Cold**
Reach 4; +29 vs. AC; 2d12 + 7 plus 3d12 cold damage (plus an extra 3d12 cold damage on a successful opportunity attack).

Claw (standard; at-will)
Reach 4; +29 vs. AC; 2d12 + 7 damage.

Dragon's Fury (standard; at-will)
The dragon makes two claw attacks. If the dragon hits a single target with both claws, it makes a bite attack against the same target.

Icy Tomb (standard; recharge ⚄ ⚅) ✦ **Cold**
Ranged 10; +27 vs. Fortitude; the target is encased in ice, takes 4d12 + 9 cold damage, and is restrained and stunned (save ends both).

Breath Weapon (standard; recharge ⚄ ⚅) ✦ **Cold**
Close blast 5; +27 vs. Reflex; 8d6 + 9 cold damage, the target is slowed and weakened (save ends both), and the white dragon makes a secondary attack against the target. *Secondary Attack:* +27 Fortitude; the target's cold resistance is negated until the end of the encounter.

Bloodied Breath (free, when first bloodied; encounter) ✦ **Cold**
The dragon's breath weapon recharges, and the dragon uses it immediately.

Frightful Presence (standard; encounter) ✦ **Fear**
Close burst 10; targets enemies; +27 vs. Will; the target is stunned until the end of the dragon's next turn. *Aftereffect:* The target takes a -2 penalty to attack rolls (save ends).

Alignment Evil **Languages** Common, Draconic
Skills Athletics +29

Str 25 (+19)	**Dex** 17 (+15)	**Wis** 18 (+16)
Con 29 (+21)	**Int** 15 (+14)	**Cha** 15 (+14)

W1: Orchard of Deadly Chills

Encounter Level 25 (42,000 XP)

Setup

3 frostblight treants (T)

Before the PCs can gain entrance into Winter's Heart, they must defeat the group of frostblight treants who guard the stairs leading to Koliada's inner sanctum.

Read the following as the PCs approach Winter's Heart.

Across the ice bridge over the frozen lake, and at the front of the stairs that lead up to the cold spires of Winter's Heart, a trio of trees tower over a few of the Winter Witch's frozen victims. Leafless, and of black wood, they are glazed in frost, with jagged icicles hanging down from every gnarled branch.

As you approach, one of the trees twists so that it can gaze upon you with its strange blue glowing eyes. A section of its trunk separates to show a maw of icicles and sound a deep rumbling call. With that, the other trees start to shamble toward you.

Tactics

The three frostblight treants serve as the door guards to Winter's Heart. They move into a defensive but advancing position to halt the process of the PCs, then use their *freezing roots* to hold the PCs in place for their slams and *shake the shards* attack. They continue their assault until they are slain, knowing that death is a better fate than the one their mistress could concoct for them if they fail.

3 Frostblight Treants (T) **Level 25 Elite Soldier**
Huge fey magical beast (plant) XP 14,000
Initiative +20 **Senses** Perception +17; low-light vision
Frostblight Aura (**Necrotic**) aura 3; enemies that start their turn in the aura are slow and take 10 necrotic damage.
HP 476; **Bloodied** 238
AC 43; **Fortitude** 39, **Reflex** 36, **Will** 35
Resist cold 15
Vulnerable fire (a frostblight treant takes ongoing 5 fire damage [save ends] when damaged by fire).
Saving Throws +2
Speed 6 (ice walk)
Action Points 1
⊕ **Slam** (standard; at-will) ✦ **Cold**
Reach 3; +32 vs. AC; 2d10 + 9 damage, and ongoing 10 cold damage (save ends).
⸸ **Freezing Roots** (minor; at-will) ✦ **Cold**
Reach 4; +28 vs. Reflex; the target takes 2d6 + 4 cold damage and is restrained (save ends). *Aftereffect:* immobilized until the end of the target's next turn.
⇜ **Shake the Shards** (standard; encounter) ✦ **Cold**
The treant shakes the ice shards from its branches, out toward its enemies; close burst 3; enemies only; +32 vs. AC; 2d8 + 6 cold damage, and the target loses any resist cold (save ends).
Alignment Unaligned **Languages** Elven
Skills Nature +22, Stealth +23
Str 33 (+23) **Dex** 23 (+18) **Wis** 18 (+17)
Con 30 (+22) **Int** 16 (+15) **Cha** 28 (+21

Features of the Area

Illumination: The lighting depends on the time of day.

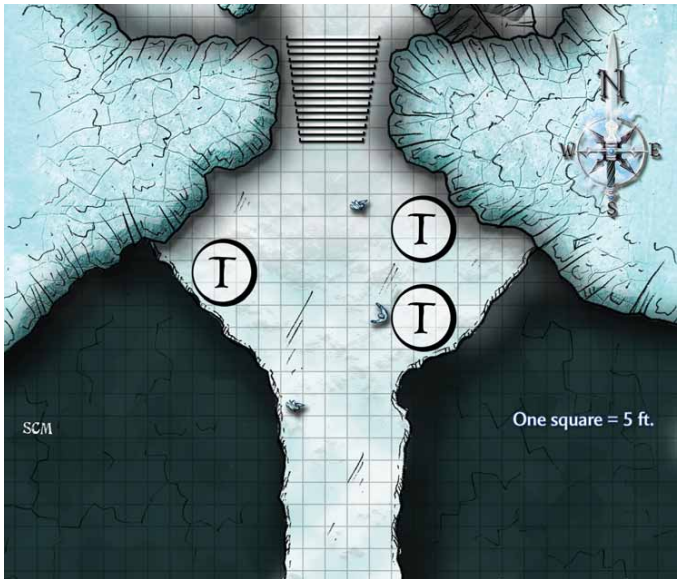
Stairs: The stairs are both slick and steep. Creatures without ice walk must spend an extra 2 squares of movement to go up the stairs, and an extra 1 square of movement to descend safely. A creature without ice walk can attempt to descend the stairs without treating them as difficult terrain, but doing so requires a successful DC 27 Acrobatics check, and failure means that the creature falls down the stairs, taking 1d6 damage with each square, and falling prone at the end of the stairs.

Frozen Lake: A creature that starts its turn in the frozen lake takes 20 cold damage and is dazed until the end of its next turn. Swimming in the freezing water requires a successful DC 15 Athletics check. Climbing out of the lake requires a successful DC 25 Athletics check.

Ice Horn: The ice horn is difficult terrain that can grant cover.

Frozen Victims: The frozen victim is like a statue. It is difficult terrain that grants a creature cover.

Icy Ground: The ice in the area is unnaturally slick, and it is difficult terrain for creatures without ice walk. Creatures who are not prone and do not have ice walk can attempt to slide on the ice, ignoring the difficult terrain, but a successful DC 27 Acrobatics check for each move action taken allows a creature to ignore the ice. If the creature fails, they fall prone, but the move action is not spent.



W2: Winter's Heart

Encounter Level 25 (35,700 XP)

Setup

2 ghaeles of winter (G)
3 iceling slashers (I)
2 frostfury ice trolls (T)

Up the large frozen stairs is Winter's Heart, the seat of Koliada's power. Here the Winter Witch waits and watches her domain and the world by using a link between the eyes of those she has frozen and a large scrying crystal. More importantly, she waits here for those who attempt to move against her. Though she is surprised the PCs have gotten this far, she is resigned to fight them, but first she'll give her minions the chance to prove their worth and defeat this threat to her.

Read the following as they PCs approach Winter's Heart:

At the top of the frozen stairs is a vast chamber shaped entirely of ice. Two massive crevasses mar the floor to the right and the left, each dropping steeply to unknown depths. To the right is a trio of icelings, like those encountered on the top of Crone's Finger, while to the left is a pair of eladrin males wearing robes bearing a winter motif, their eyes glowing blue.

At the chamber's center, massive spires of ice twist like frozen stalagmites up hundreds of feet into the cloud-covered sky of Koliada's domain. Spaced regularly, the spires lead to a raised section of ice, which are accessible by a pair of frozen stairs that twirl up the farthest spires. Each stair is guarded by a savage ice troll. Their fierce forms ripple with muscle, their claws are long and sharp, and they snarl at you with a strange mix of fury and contempt.

Atop the ice shelf, among a few of her frozen victims, stands what must be Koliada, the Winter Witch. She's a stunningly beautiful eladrin woman with alabaster skin and midnight black hair. She wears a crown of icicles and wields a longsword made of black ice. She is cold in both appearance and demeanor, and she merely glances at you disinterestedly, then returns to studying a strange obelisk of pure elemental ice that sits at the center of the icy rise. With a mere wave of her snowy white hand, her servants move forward to engage their mistress's enemies.

Tactics

Trolls and icelings move forward first, creating a front line of frost and fang while the ghaeles of winter move into position behind the wall, often flying to gain the best vantage point, and take shots at the PCs with *freezing ray*. At the right time, they move forward, attacking with *chilling defiance* and *imperious wrath*, hoping to daze as many of the PCs as they can before using *fey step* to move back into a support position.

The Winter Witch watches and waits, until it is clear that her minions are not up to the task, or the PCs overtly show the *Sun's Sliver*. At that point, she enters the fight.

Tactical Encounter: W3: The Lady's Attentions (page 57).

Features of the Area

Illumination: Bright light emanates from braziers that flicker with a silver-blue flame.

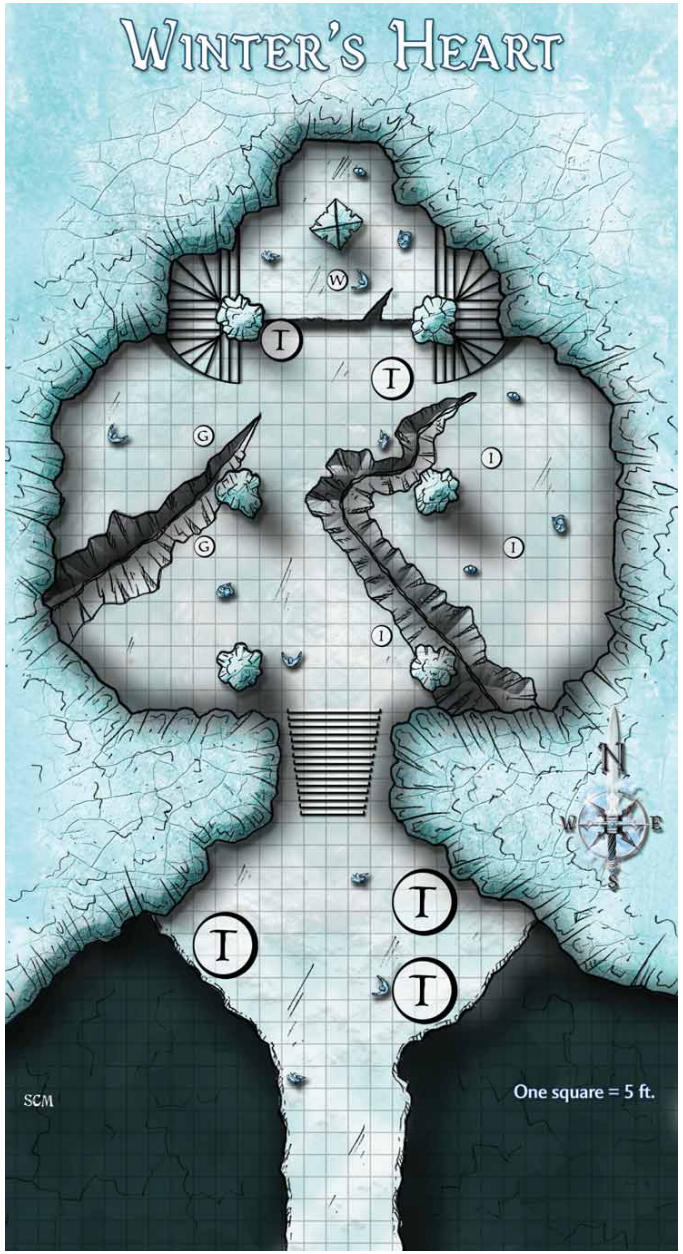
Stairs: The stairs are both slick and steep. Creatures without ice walk must spend an extra 2 squares of movement to go up the stairs, and an extra 1 square of movement to descend safely. A creature without ice walk can attempt to descend the stairs without treating them as difficult terrain, but doing so requires a successful DC 27 Acrobatics check, and failure means that the creature falls down the stairs, taking 1d6 damage with each square, and falling prone at the end of the stairs.

Frozen Lake: A creature that starts its turn in the frozen lake takes 20 cold damage and is dazed until the end of its next turn. Swimming in the freezing water requires a successful DC 15 Athletics check. Climbing out of the lake requires a successful DC 25 Athletics check.

Crevasses: The crevasses are 20 feet deep. It takes a successful DC 20 Athletics check to climb them.

Frozen Victims: A frozen victim is like a statue. It is difficult terrain that grants a creature cover.

Icy Ground: The ice in the area is unnaturally slick, and it is difficult terrain for creatures without ice walk. Creatures who are not prone, and do not have ice walk can attempt to slide on the ice, ignoring the difficult terrain, but a successful DC 27 Acrobatics check for each move action taken allows a creature to ignore the ice. If the creature fails, they fall prone, but the move action is not spent.



Ghaele of Winter **Level 21 Artillery**
Medium fey humanoid, eladrin XP 3,200

Initiative +19 **Senses** Perception +16; low-light vision
HP 134; **Bloodied** 77
AC 33; **Fortitude** 30, **Reflex** 33, **Will** 33
Resist 25 cold, 25 radiant; **Vulnerable** necrotic (slowed until the end of the ghaele's next turn)
Saving Throws +5 against charm effects
Speed 6, fly 8 (hover); see also *fey step*

⊕ **Winter's Touch** (standard; at-will) ✦ **Cold**
+25 vs. AC; 2d8 + 9 cold damage.

Freezing Ray (standard; at-will) ✦ **Cold**
Ranged 12; +25 vs. Reflex; 2d8 + 9 cold damage, and the target is slowed (save ends).

Chilling Defiance (standard; at-will) ✦ **Cold, Healing**
Close burst 3; targets enemies; automatic hit; the target takes 10 cold damage and is slowed until the end of the ghaele's next turn. The ghaele of winter regains 2 hit points for each enemy who takes damage from this power.

Imperious Wrath (minor; recharges when the ghaele of winter regains at least 4 hit points with *chilling defiance*)
Close burst 3; +23 vs. Will; the target is dazed until the end of the encounter.

Fey Step (move; encounter) ✦ **Teleportation**
The ghaele of winter can teleport 5 squares.

Alignment Any **Languages** Common, Elven
Skills Arcana +15, Diplomacy +24, History +15, Insight +21, Intimidate +24, Nature +21
Str 17 (+13) **Dex** 28 (+19) **Wis** 22 (+16)
Con 22 (+16) **Int** 17 (+13) **Cha** 29 (+19)
Equipment robes

2 Frostfury Ice Trolls (T) **Level 26 Brute**
Large natural humanoid XP 7,000

Initiative +20 **Senses** Perception +19
Emanating Cold aura 1; any enemy that starts its turn in the aura is slowed by the numbing cold until the start of its next turn.
HP 287; **Bloodied** 148
Regeneration 20 (if the troll takes acid or fire damage, regeneration does not function until the end of its turn)
AC 38; **Fortitude** 39, **Reflex** 38, **Will** 36
Speed 8 (ice walk)

⊕ **Claws** (standard; at-will) ✦ **Cold**
Reach 2; +29 vs. AC; 2d12 + 11 damage, and the target takes ongoing 15 cold damage (save ends).

Frenzied Strike (free, when a troll's attack bloodies and enemy; at-will)
The troll makes two claw attacks, it scores a critical on 16+ with these attacks.

Frostfury (free action, when first bloodied; encounter)
The troll makes a claw attack against every enemy within melee reach (reach 2), it scores a critical on 16+ with these attacks.

Troll Healing ✦ **Healing**
If the troll is reduced to 0 hit points by an attack that does not deal acid or fire damage, it rises on its next turn (as a move action) with 10 hit points.

Alignment Chaotic evil **Languages** Common, Giant
Skills Athletics +27, Endurance +25
Str 30 (+23) **Dex** 25 (+20) **Wis** 22 (+19)
Con 27 (+21) **Int** 9 (+12) **Cha** 14 (+15)

3 Iceling Slashers (I) **Level 23 Skirmishers**
Medium fey humanoid (cold) XP 5,100

Initiative +22 **Senses** Perception +18; low-light vision
HP 210; **Bloodied** 105
AC 37; **Fortitude** 35, **Reflex** 37, **Will** 34
Immune cold
Speed 10 (ice walk), fly 6 (clumsy)

⊕ **Claws** (standard; at-will) ✦ **Cold**
+28 vs. AC; 2d10 + 8 cold damage.

Slick Assault (standard; recharge 5 6) ✦ **Cold**
Make 2 claw attacks against two different targets. If both hit, the iceling can shift 5 squares a free action.

Frost Step (move; encounter) ✦ **Cold, Teleportation**
The iceling teleports 10 squares, making the following attack to all creatures that are adjacent to it when it teleports: +25 vs. Fortitude; target is immobilized and takes ongoing 15 cold (save ends both).

Alignment Unaligned **Languages** Common, Elven
Skills Insight +26, Stealth +32
Str 17 (+14) **Dex** 28 (+20) **Wis** 25 (+18)
Con 26 (+19) **Int** 22 (+17) **Cha** 19 (+15)

W3: The Lady's Attentions

Encounter Level 26 (45,000 XP)

Setup

Koliada the Winter Witch (W)

This tactical encounter begins when the Winter Witch's minions are losing the fight against the PCs (at least half are dead), when she is attacked, or when the PCs show her that they have the *Sun's Sliver*.

At this point read:

Koliada's coldly beautiful face twists in rage. "Insects!" she screeches. "I have been patient with you, but my largess has reached its limits. You've been an interesting distraction, but I tire of your meddling. Prepare to feel my touch. You will tremble. You will freeze. And you will serve me forever more."

Tactics

Koliada either flies or teleports down to begin her assault, and she uses *fey charge* if the PCs are out of reach.

Because she can use those frozen by her *freezing touch* to gain a flank, she tries to position herself in those flanks whenever possible, and she makes strategic retreats to areas where they are most numerous. When bloodied, she retreats up to the ice shelf, where she can use her obelisk to regain hit points (see below).

Koliada, the Winter Witch	**Level 26 Solo Skirmisher**
Medium fey humanoid	XP 45,000
Initiative +25	**Senses** Perception +21; low-light vision
Winter's Chill (Cold) aura 5; enemies that enter or start their turns in the aura take 10 cold damage and are slowed until the end of their next turn.	
HP 1,225; **Bloodied** 612	
AC 42; **Fortitude** 40, **Reflex** 42, **Will** 39	
Immune cold; **Resist** 15 lightining, 15 thunder	
Saving Throws +5 (+10 against charm effects)	
Speed 6, fly 6 (hover), teleport 8	
Action Points 2	
⊕ **Sword of Black Ice** (standard; at-will) ✦ **Cold, Poison, Weapon**	
+31 vs. AC; 2d8 + 12 damage plus 2d8 poison damage (crit 28 plus 16 poison damage +6d10 cold damage), and the target is dazed until the end of its next turn.	
⸸ **Sweeping Black Ice (standard; at will)** ✦ **Cold, Poison, Weapon**	
Koliada makes a *Sword of Black Ice* attack against each adjacent enemy.	
⸸ **Freezing Touch** (minor 1/round; recharge ⁞⁞) ✦ **Cold**	
Target creatures slowed by *winter's chill*; +29 vs. Fortitude; 2d6 + 9 cold damage, and ongoing 10 cold damage and the target is immobilized (save ends both). **First Failed Save:** The target takes ongoing 10 cold damage and is restrained (save ends). **Second Failed Save:** the target is encased in Koliada's ice (see *winter's mistress* below).	
Sword of Black Ice (free action when Koliada creature dazed by the Sword of Black Ice; daily)	
The target is stunned (save ends).	
Fey Charge (standard action; recharge 5 6) ✦ **Teleportation**	
Koliada can teleport 8 squares and make a melee basic attack.	
Winter's Mistress	
Koliada considers creatures incased in Koliada's ice as allies for flanking purposes.	
Combat Advantage	
When Koliada hits a creature that grants it combat advantage, that creature takes 2d6 extra cold damage loses any cold resist it has (save ends).	
Alignment Chaotic evil	**Languages** Common, Elven
Skills Acrobatics + 28, Arcana +28, Endurance +27, Nature +26, Intimidate +24	
Str 25 (+20)	**Dex** 30 (+23) **Wis** 26 (+21)
Con 29 (+22)	**Int** 24 (+20) **Cha** 23 (+19)
Equipment *Sword of Black Ice*	

Features of the Area

Elemental Ice Obelisk: The obelisk is an enchanted sliver of elemental ice that Koliada can use to see though the eyes of any of the victims frozen by her *freezing touch*, and while she is within 3 squares of the obelisk, she can spend a minor action 1/turn to regain 20 hit points from the obelisk or make an immediate saving throw against all effects she is suffering from (Koliada's choice).

Stairs: The stairs are both slick and steep. Creatures without ice walk must spend an extra 2 squares of movement to go up the stairs, and an extra 1 square of movement to descend safely. A creature without ice walk can attempt to descend the stairs without treating them as difficult terrain, but doing so requires a successful DC 27 Acrobatics check, and failure means that the creature falls down the stairs, taking 1d6 damage with each square, and falling prone at the end of the stairs.

Frozen Victims: A frozen victim is like a statue. It is difficult terrain that grants a creature cover.

Icy Ground: The ice in the area is unnaturally slick, and it is difficult terrain for creatures without ice walk. Creatures who are not prone, and do not have ice walk can attempt to slide on the ice, ignoring the difficult terrain, but a successful DC 27 Acrobatics check for each move action taken allows a creature to ignore the ice. If the creature fails, they fall prone, but the move action is not spent.

Appendix 1: New Monsters

The following are new monsters that appear in this adventure.

Angel of Prophecy

As servants of deities, all angels have purpose. One of the rarest and most specialized forms is the angel of prophecy. Typically called to serve to protect an item or person of prophetic significance, these angels can serve other tasks of prophecy. Powerful and single minded, these angels neither accept nor give any quarter in the fulfillment of their duty.

Angel of Prophecy Tactics

An angel of prophecy begins combat with its *mark of prophecy*, typically targeting the creature that appears to be the greatest threat. It then weaves through its enemies, a blur of katars and carnage until its task is done.

Angel of Prophecy Lore

A character knows the following information with a successful Religion check.

DC 20: Protectors of prophecy or the guardians of items of prophecy, these angels cannot be reasoned with and they do not back down. They live only to fulfill their duty.

DC 25: When one encounters an angel of prophecy, one encounters something protected by a god. Though defeating an angel of prophecy is a victory to be savored, it can also be a harbinger of a greater threat to come.

Angel of Prophecy **Level 23 Solo Skirmisher**
Huge immortal humanoid (angel) XP 4,800
Initiative +20 **Senses** Perception +23
Angelic Presence Attacks against the angel of prophecy take a -2 penalty until the angel of prophecy is bloodied.
HP 981; **Bloodied** 490; see also, *prophecy of rebirth*
AC 40;**Fortitude** 38, **Reflex** 37, **Will** 37
Immune disease, fear; **Resist** 15 thunder, 15 cold, 15 radiant
Saving Throws +5
Speed 8, fly 12 (hover)
Action Points 2
⨁ **Katar** (standard; at-will) ✦ **Cold, Radiant, Weapon**
Reach 3; +28 vs. AC; 1d10 + 8 damage plus 2d8 cold and radiant damage (crit 18 + 1d10 damage plus 16 cold and radiant damage).
⨁ **Katar's Dance** (standard; at-will) ✦ **Cold, Radiant, Weapon**
The angel of prophecy can make four katar against different enemies. After each attack it makes (hit or miss) the angel of prophecy can shift 2 squares.
⨁ **Mark of Prophecy** (minor; at-will)
Reach 3; +26 vs. Will; the target is under the effects of angel's *mark of prophecy*. The angel can only have one creature under the effects of a *mark of prophecy* at time. The *mark of prophecy* has the following effects: the target is marked by the angel and while marked and within sight of the angel when the target hits the angel, the angel can force it to reroll the attack at a -2 penalty. Also, once on each of its turns as a free action, if the angel misses the target with a melee attack, the angel can reroll that attack.
Word of Prophecy (free, when first bloodied; encounter) ✦ **Thunder, Fear**
Close burst 3; +23 vs. Will; 3d8 + 9 thunder damage, and the target is pushed 3 squares and takes ongoing 10 psychic and is slowed (save ends both).
Prophecy of Rebirth
The first time each day that the angel is reduced to 0 or fewer hit points it gains regeneration 10 until it regains hit points equal to his bloodied amount or is reduced to 0 or fewer hit points again, whichever comes first.
Threatening Reach
The angel of prophecy can make opportunity attacks against all enemies within its reach (3 squares).
Alignment Any **Languages** Supernal
Skills Acrobatics + 23, Insight +23, Intimidate +24
Str 29 (+20) **Dex** 24 (+18) **Wis** 25 (+18)
Con 26 (+19) **Int** 19 (+15) **Cha** 27 (+19)
Equipment plate armor, 2 katars

Icelings

Cold and vicious fey that look like ice-covered and winged quicklings (see *Monster Manual*, page 215), these creatures inundate the colder climes of the Feywild and are the favorite servants and spies of the archfey that make up the Winter Court.

Mischievous, cruel, and often having a dark and dangerous sense of humor, these creatures venture out into the colder part of the worlds to pursue their violent whims.

Iceling Slasher Tactics

Iceling slashers are mischievous cowards delighting in hit-and-run tactics. They use their mobility and their *slick assault* to accomplish this most times, saving their *frost step* for a quick retreat.

Iceling Lore

A character knows the following information with a successful Arcana check.

DC 15: Immune to cold, icelings are creatures made of ice. Some believe they are elemental creatures who became fey over time.

DC 25: Some believe the icelings all serve the Winter Witch, and act as her spies and agents even when they are in the employ of other members of the Winter Court.

Iceling Slasher	Level 23 Skirmisher
Small fey humanoid (cold)	XP 5,100

Initiative +22 **Senses** Perception +18; low-light vision
HP 210; **Bloodied** 105
AC 37; **Fortitude** 35, **Reflex** 37, **Will** 34
Immune cold
Speed 10 (ice walk)

⊕ **Claws** (standard; at-will) ✦ **Cold**
+28 vs. AC; 2d10 + 6 cold damage.

⸸ **Slick Assault** (standard; recharge 5 6) ✦ **Cold**
Make 2 claw attacks against two different targets. If both hit, the iceling can shift 5 squares a free action.

Frost Step (move; encounter) ✦ **Cold, Teleportation**
The iceling teleports 10 squares, making the following attack to all creatures that are adjacent to it when it teleports: +25 vs. Fortitude; target is immobilized and takes ongoing 15 cold (save ends both).

Alignment Unaligned **Languages** Common
Skills Insight +26, Stealth +32

Str 17 (+14)	**Dex** 28 (+20)	**Wis** 25 (+18)
Con 26 (+19)	**Int** 22 (+17)	**Cha** 19 (+15)

Ice Trolls

Though they are creatures of the natural world, trolls have ventured forth into the Feywild to hunt and to serve fomorians, hags, or even the more evil members of the fey courts. The Winter Witch, though not a true hag, often is called one, and like a hag, she surrounds herself with troll minions—specifically some powerful specimens of ice trolls.

Ice Troll Rimehammer	Level 25 Soldier
Large natural humanoid	XP 7,000

Initiative +21 **Senses** Perception +18
Emanating Cold aura 1; any enemy that starts its turn in the aura is slowed by the numbing cold until the start of its next turn. .
HP 227; **Bloodied** 113
Regeneration 20 (if the troll takes acid or fire damage, regeneration does not function until the end of its turn)
AC 41; **Fortitude** 39, **Reflex** 37, **Will** 36
Speed 8 (ice walk)

⊕ **Maul** (standard; at-will) ✦ **Weapon**
Reach 2; +32 vs. AC; 2d8 + 10, and the target takes ongoing 15 cold damage (save ends).

⸸ **Frenzied Strike** (free, when a troll's attack bloodies an enemy; at-will)
The troll makes a maul attack.

⸸ **Rimehammer** (standard action; recharge ⚅)
Reach 2; +32 vs. AC; 4d8 + 10 and the target takes ongoing 10 cold damage and is immobilized (save ends both).

Troll Healing ✦ **Healing**
If the troll is reduced to 0 hit points by an attack that does not deal acid or fire damage, it rises on its next turn (as a move action) with 10 hit points.

Alignment Chaotic evil **Languages** Common, Giant
Skills Athletics +27, Endurance +25

Str 30 (+22)	**Dex** 25 (+19)	**Wis** 22 (+18)
Con 27 (+20)	**Int** 9 (+11)	**Cha** 14 (+14)

Equipment scale armor, maul

Ice Troll Tactics

Ice trolls are not subtle combatants. They plow into their enemy to spread carnage and slow them with their debilitating cold. The only subtle tactics these creatures show is the intelligent use of their auras to lock their enemies down.

Ice Troll Lore

A character knows the following with a successful Nature check.

DC 15: Enemies that fight near these trolls are slowed down due to the cold that emanates from them.

DC 25: Ice trolls are some of the favorite minions of the Winter Witch, and some tribes in the world worship her almost like a god.

Frostfury Ice Troll	Level 26 Brute
Large natural humanoid	XP 7,000

Initiative +20 **Senses** Perception +19
Emanating Cold aura 1; any enemy that starts its turn in the aura is slowed by the numbing cold until the start of its next turn.
HP 287; **Bloodied** 148
Regeneration 20 (if the troll takes acid or fire damage, regeneration does not function until the end of its turn)
AC 38; **Fortitude** 39, **Reflex** 38, **Will** 36
Speed 8 (ice walk)

⊕ **Claws** (standard; at-will) ✦ **Cold**
Reach 2; +29 vs. AC; 2d12 + 11 damage, and the target takes ongoing 15 cold damage (save ends).

⸸ **Frenzied Strike** (free, when a troll's attack bloodies and enemy; at-will)
The troll makes two claw attacks, it scores a critical on 16+ with these attacks.

Frostfury (free action, when first bloodied; encounter)
The troll makes a claw attack against every enemy within melee reach (reach 2), it scores a critical on 16+ with these attacks.

Troll Healing ✦ **Healing**
If the troll is reduced to 0 hit points by an attack that does not deal acid or fire damage, it rises on its next turn (as a move action) with 10 hit points.

Alignment Chaotic evil **Languages** Common, Giant
Skills Athletics +27, Endurance +25

Str 30 (+23)	**Dex** 25 (+20)	**Wis** 22 (+19)
Con 27 (+21)	**Int** 9 (+12)	**Cha** 14 (+15)

Appendix 2: Koliada the Winter Witch

A member of the mysterious Winter Court, headed by the Prince of Frost, Koliada the Winter Witch is one of the least powerful archfey of that court.

Similar in many ways to the Prince of Frost, she is obviously connected to him in some way. Stories about their connections are many and conflicting. Some claim that Koliada is the Prince's sister or daughter, others say she is the consort, and still others claim she is more than one of these things, but then again fey mores (or amorality) is the stuff of legend.

While the Prince of Frost hates mortals, he does not often move against them. Koliada appears to have no such compunctions or restraint. In fact it seems that's all she desires to do. Every hundred of years or so, when the strong winds blow at the peaks of the Scourge Mountains, which allows a blue ice menhir to appear on a glacial overhang on the mountain called Crone's Finger, she pursues her campaign to cover the mortal world in a destructive layer of ice and frost.

Over the centuries many have stopped her, banishing her to the winter winds of the Feywild for a period of time and ending the unnatural winter on the mortal world, but no one has destroyed her ultimately.

To do so, one needs to kill her with a blast of pure sunlight created by the Winter Witch's nemesis, a minor artifact called the *Sun's Sliver*.

Koliada, the Winter Witch **Level 26 Solo Skirmisher**
Medium fey humanoid XP 45,000

Initiative +25 **Senses** Perception +21; low-light vision
Winter's Chill (Cold) aura 5; enemies that enter or start their turns in the aura take 10 cold damage and are slowed until the end of their next turn.
HP 1,225; **Bloodied** 612
AC 42; **Fortitude** 40, **Reflex** 42, **Will** 39
Immune cold; **Resist** 15 lightining, 15 thunder
Saving Throws +5 (+10 against charm effects)
Speed 6, fly 6 (hover), teleport 8
Action Points 2

⊕ **Sword of Black Ice** (standard; at-will) ✦ **Cold, Poison, Weapon**
+31 vs. AC; 2d8 + 12 damage plus 2d8 poison damage (crit 28 plus 16 poison damage +6d10 cold damage), and the target is dazed until the end of its next turn.

⸸ **Sweeping Black Ice (standard; at will)** ✦ **Cold, Poison, Weapon**
Koliada makes a *Sword of Black Ice* attack against each adjacent enemy.

⸸ **Freezing Touch** (minor 1/round; recharge ⁞⁞) ✦ **Cold**
Target creatures slowed by *winter's chill*; +29 vs. Fortitude; 2d6 + 9 cold damage, and ongoing 10 cold damage and the target is immobilized (save ends both). **First Failed Save:** The target takes ongoing 10 cold damage and is restrained (save ends). **Second Failed Save:** the target is encased in Koliada's ice (see *winter's mistress* below).

Sword of Black Ice (free action when Koliada creature dazed by the Sword of Black Ice; daily)
The target is stunned (save ends).

Fey Charge (standard action; recharge 5 6) ✦ **Teleportation**
Koliada can teleport 8 squares and make a melee basic attack.

Winter's Mistress
Koliada considers creatures incased in Koliada's ice as allies for flanking purposes.

Combat Advantage
When Koliada hits a creature that grants it combat advantage, that creature takes 2d6 extra cold damage loses any cold resist it has (save ends).

Alignment Chaotic evil **Languages** Common, Elven
Skills Acrobatics + 28, Arcana +28, Endurance +27, Nature +26, Intimidate +24

Str 25 (+20)	**Dex** 30 (+23)	**Wis** 26 (+21)
Con 29 (+22)	**Int** 24 (+20)	**Cha** 23 (+19)

Equipment *Sword of Black Ice*

Koliada's Tactics

Koliada either flies or teleports to begin her assault, and she uses *fey charge* if the PCs are out of reach. Because she can use those frozen by her *freezing touch* to gain a flank, she tries to position herself in those flanks whenever possible, and she makes strategic retreats to areas where they are most numerous.

Winter Witch Lore

A character knows the following with a successful Arcana check.

DC 25: The Winter Witch is a particularly malicious and terrible archfey also called Koliada. One of the Winter Fey (see *Manual of the Planes*, page 37), she pursues a crusade into the mortal world every century or so and that starts with a long and enduring winter. Some say her ultimate goal is to freeze the world, or to carve off frozen parts that she conquers into the Feywild.

DC 30: Conjecture abounds on the true nature of Koliada the Winter Witch. Some claim that she's merely one of many forms taken by the Prince of Frost; other stories tout her as his queen, his daughter, his sister. Some of the stranger tales claim more than one of these relations or even all them. Such are the way of the fey.

DC 35: As an archfey, Koliada can be destroyed only by her nemesis. Each nemesis is particular to the archfey. Often it is an item, and sometimes it is another kind of agent of doom.

New Magic

The following two magic items are important to the Winter Witch. The first is her *Sword of Black Ice*, the fearsome weapon that is more powerful in her hands than in the hands of any other creature.

The second is her nemesis, the one thing in the universe that can truly destroy her. This minor artifact is called *Sun's Sliver*.

Sword of Black Ice **Level 27**

Carved from a sliver of black ice from the abyss, this deadly sword never melts.

Level 27 +6 1,625,000 gp
Weapon: Longsword
Enhancement: Attack rolls and damage rolls
Critical: +6d10 cold damage and the target is dazed.
Property (Poison): On a hit, the target takes 2d8 poison damage.
Power (Daily): Free action. *Trigger:* When you hit a creature dazed by this weapon. *Effect:* The creature is stunned (save ends).

Sun's Sliver **Minor Artifact**

This sliver of pure sunlight is the only object in the universe that can truly destroy the Winter Witch.

Wondrous Item: Cannot be crafted
Property: The creature who possesses the *Sun's Sliver* suffers no ill effect from cold weather and has ice walk.
Property: Resist cold 10
Power (Daily): Standard Action. *Effect:* You and allies within 5 squares of you regain the use of their second wind and all spent encounter powers.
Power (Daily): Standard Action. *Effect:* Use against the Winter Witch when she is unconscious and at 0 hit points or fewer. This use permanently destroys Koliada the Winter Witch and the *Sun's Sliver*.

About the Author

Born on a stormy Christmas day, in our nation's capital, during the Nixon administration, the stars were definitely wrong when **Stephen Radney-MacFarland** came screaming into the world. Spending most of his impressionable years as a vagabond and ne're-do-well, Stephen eventually settled in the Northwest to waste his life on roleplaying games.

Once that **RPGA** guy, Stephen is now a developer in RPG R&D where he doesn't create the traps . . . he just makes them deadlier. He also teaches a class on roleplaying design for the Art Institute of Seattle, molding the minds of young and upcoming designers. Be afraid. Be very afraid.

PARAGON
11–20

Depths of Madness

by Robert J. Schwalb

A pall hangs over the frontier town of Wellspring, casting this once-vibrant place into corruption and death. Strange people stalk the streets and unexplained murders occur each night. Nagging fears that more horrors will spill forth from the Kadagast Mountains instill a pervasive paranoia within the townsfolk. Suspicious people watch their neighbors, and temple attendance has never been higher. Folk keep to themselves, hiding in their homes. They avoid darkened streets, lock their doors when night falls, and shutter their windows to close out the screams and shouts echoing in the dark. If the grim threats pressing the town are not stopped, the flame of Wellspring might very well flicker out.

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"Depths of Madness" is the second chapter of The Tear of Ioun three-part mini-campaign for the Dungeons & Dragons® game, designed for a party of five characters of 11th level.

Adventure Background

Wellspring has a terrible secret locals have little knowledge of. Few recall who or what their most famous citizen—long-dead Estered—accomplished. Fewer still realize their quaint little town sits on top of the ruins of a much older community. The streets and buildings rest atop Estered's secret abode.

Beneath Wellspring's sewers, the ruins of Estered's place still exist. Now, even so far from where the *Tear of Ioun* once rested, it is a maze of passages, drowned rooms, and gibbering beasts. Runoff from the sewers above makes these deeper tunnels uninhabitable by all but the most wretched creatures—a fitting lair for the world's most disturbing denizens.

A mind flayer named Shathrax has come to rule in madness what Estered once founded for knowledge. It settled here a year ago, drawn to the contamination it sensed emanating throughout the valley from the *Tear of Ioun*. Shathrax infiltrated Wellspring to feed on the town's people, using the deep tunnels as a base from which to mount explorations into the surrounding countryside. Although Shathrax didn't find the source of the burgeoning corruption, the mind flayer did encounter all manner of creatures touched by that taint. He traced the emanations to the Kadagast Mountains, but aberrant creatures thwarted his efforts to find what he sought. Shathrax's lust for the source of this delicious Far Realm energy knew no bounds. To find and acquire it, though, the illithid knew it would need minions.

Shathrax turned its attention to Wellspring and "recruited" a few thralls from the locals. In addition, it made a fortuitous discovery when devouring the brain of a traveling wizard. Within the wizard's memories, Shathrax found a strange device designed to open a portal to the Shadowfell. Forays into this plane put him in contact with dark ones, which the mind flayer enlisted in exchange for giving them slaves to bring back to their own dark masters.

Armed with a growing force of corrupted citizens and dark one mercenaries, Shathrax was ready once more to venture into the mountains to find the relic. As the mind flayer made the final preparations, it learned of an expedition headed for the peaks, funded by a foreigner named Cylus. He had hired the Stormcrows to recover a valuable stone from a fortress cloistered in the mountains nearby. Intrigued, Shathrax followed Cylus to his rooms above the Red Rooster Hostel. There, the illithid stunned the foreigner, teased out his secrets, and devoured his brain. Shathrax learned the *Tear of Ioun's* location and the identity of Cylus's master. Fearing the Stormcrows would succeed in recovering the treasure, Shathrax and its servants set out from Wellspring to recover the stone for themselves.

The Stormcrows located the tower, battled the mutants within, and recovered the stone, though they experienced dire changes from its dread corruption. Shathrax and its cronies arrived about a week later, plucked the stone from the Stormcrows's grasp, and returned to Wellspring to explore the relic's power.

Thanks to the PCs' efforts, the threat of reprisals from the robbed Stormcrows was alleviated. Shathrax sets a new plan in motion. It plans to visit a terrible plague on the populace, transforming ordinary folks into vile aberrant creatures. The dark ones use their unique tools to slip unseen into their victims' homes, disable them, and return them to the mind flayer. Shathrax then exposes the victims to the *Tear of Ioun*'s full power, watching in delight as flesh rebels and madness takes hold. Some victims become foulspawn, but most are too altered to be of much use. Shathrax discards or slays them outright.

Its new army swelling, Shathrax is well on its way to overwhelming Wellspring. What the illithid might do once he has the settlement under control is too horrible to ponder. The PCs must stop him.

Adventure Synopsis

"Depths of Madness" begins after the PCs return from Forlorn Tower in "Touch of Madness." After some well-earned downtime, the PCs probably have questions left unanswered. Even if the PCs did not participate in "Touch of Madness" or did not uncover enough information to prompt them to continue their investigation in Wellspring, enough strangeness is still afoot to draw them into the plot.

Before the heroes left Wellspring to attend to the Stormcrows, a few disappearances had occurred in the town. Crime, though uncommon, does occur, and the watch was confident they could handle the mysterious killer or killers. The disappearances intensified after the adventurers left, though, and mutilated corpses, strange cloaked figures, and the appearance of hideous mutants made it clear a new menace is plaguing the town.

Once the characters become involved, they can explore Wellspring and talk with a number of NPCs as they investigate several crime scenes to uncover the

growing threat. From the evidence they gather, the adventurers learn the truth about the town's past and discover the source of the attacks comes coming from beneath their feet.

The PCs then descend under Wellspring and explore the dank passages serving as Shathrax's lair. There, they might gain insight into the larger plot involving the elusive *Tear of Ioun*. The PCs corner the mind flayer in the depths of the dungeon and learn the mind flayer, like the Stormcrows before it, has been robbed and the relic is missing once more. This time, though, the adventurers should have a good idea about who was behind the theft—their one-time ally Deirdre.

Racing back to the town above, the PCs must confront the priestess of Ioun to recover the stone. Malachi's servants have beaten the heroes, however, and escaped to carry the treasure to their distant master. All they left behind is the transformed Deirdre.

Pacing is important to this adventure. Make the players work for information so the unknown maintains dramatic tension. By the end, the players should learn the identity and nature of the primary villain, figure out the principals in the larger plot, and get a sense of what's at stake if they fail in recovering the artifact. None of this information is necessary to defeat the mind flayer in the bowels of Wellspring; instead, it establishes sufficient cause for the PCs to embark on the next adventure.

Treasure

The treasure in this adventure, overall, isn't defined specifically. It is for you to decide what you PCs find, based on their wish lists. Characters who start this adventure right at level 11 should be about half way to level 13 by the end of the adventure. If they played through "Touch of Madness," they're half way to level 12 level, and they'll be around level 13 by the end of this adventure.

Use parcels based on treasure you've already given out and the levels the PCs advance through. For PCs who start the adventure at level 11, use all level 11 parcels and half of level 12's. For PCs that start half way through level 11, use half of level 11's parcels and all level 12's. The adventure suggests where you might place parcels. Some encounters have specific suggestions, and a few have specific treasures.

What follows is a general list of where parcels appear in the adventure, along with what they're likely to be. Take a few minutes to assign parcels before running the adventure. If you want to divide parcels between encounters to facilitate the consumable magic items that appear here and there, you can do so.

Treasure Locations

Unassigned: One parcel.

Wellspring Reward: One parcel.

Cylus's Room: Two parcels (one magic item; one monetary).

Body Thieves Encounter: Two parcels (the *umbral eye*, a 12th-level magic item; another monetary, including a *blackgate rune* (see page 72) consumable item; page 84).

Shadow Hall Encounter (Shathrax's Lair, page 87)**:** Two parcels (one magic item; one monetary, including *blackgate runes*).

Horrid Grotto Encounter (Shathrax's Lair, page 93)**:** One parcel (monetary, might include potent carrion crawler brain juice poison).

Sealed Room (Shathrax's Lair, Area 9)**:** One parcel.

Operating Theater Encounter (Shathrax's Lair, page 95)**:** One parcel.

Shathrax's Sanctum (Shathrax's Lair, Area 13)**:** Three parcels.

Dark Strangers Encounter: One parcel (including at least one *blackgate rune*).

Deirdre's Demise: One parcel (monetary, *residuum* worth 2,000 gp).

Quests

The PCs are tasked with nothing less than saving Wellspring from its spiral into chaos. To stop the disappearances and attacks in town, the characters ultimately have to defeat Shathrax. Fulfilling this 13th-level major quest to calm Wellspring grants the party 4,000 XP. The PCs also need to learn what happened to the *Tear of Ioun*, a 13th-level minor quest worth 800 XP to the party. The PCs can take saving Shathrax's prisoners as another minor quest worth 800 XP.

Adventure Hooks

"Depths of Madness" assumes the player characters participated in "Touch of Madness," but this need not be the case. PCs can find themselves involved in the plot even if they didn't defeat the Stormcrows. If you're running this adventure by itself, you can use any of the following adventure hooks or use pieces from each to construct a hook of your own.

Stormcrows: One or more of the PCs had a relationship of some sort with the Stormcrows or someone who knows the Stormcrows. Once the Stormcrows go missing, the PCs come to Wellspring to learn what's going on.

Hunting for the *Tear*: One of Malachi's agents hires the adventurers to locate the *Tear of Ioun*. Knowing the artifact is somewhere in the town, the PCs must search the community for signs of the stone's resting place. They learn in the process what's at stake if they succeed.

Missing Persons: A person missing from Wellspring is associated with the party in some way. The PCs might have come to Wellspring to catch up or gather information pertaining to another plot. They instead find the person has gone missing.

Wellspring

Just over a century ago, Wellspring and the surrounding countryside were part of Nerath. War tore Nerath apart, and as the conflict escalated, the empire proved unable to maintain its control over its remote vassals. Wellspring gained a measure of independence.

Wellspring nestles in a valley, astride a river known as the Chill and between two arms of the Kadagast Mountains. The town's folk are farmers and fishers. Cultivated farmland surrounds the community. Less than two miles away is Kord's Tankard, a deep lake fed by runoff from the mountains. A Nerathi road winds down from a northern pass, heading south and splitting into a westward arm. The town sees significant trade.

If not for Estered, a saint to Ioun's faithful, Wellspring would be an inconsequential settlement. The saint's supposed tomb makes Wellspring something more, something greater. According to the church of Ioun, Estered was a mystic and prophet—a great hero of the faith. His tomb attracts penitents and seekers who come each summer to pay their respects. With the influx of these divine servants, Wellspring bustles in the summers, when its population swells with merchants, tradesfolk, and more, all catering to the needs of these traveling priests and pilgrims.

Although Wellspringers are suspicious of deities and their servants, they keep their doubts to themselves around religious pilgrims. To such visitors, Wellspringers are polite, but the townsfolk wonder if Estered was as great as all that.

WELLSPRING

A frontier town, Wellspring is surrounded by rugged and dangerous territory. Beyond the riverfront square, narrow streets wind through tightly packed homes, some of which rise two or three stories. The roads are cobbled and clean. Four bridges allow passage over the various waters that run through the town, and a steep wall encircles the entire place.

Population: Approximately 1,000; another 1,000 live in the countryside within a mile of the town. Humans and halflings are common, but all peoples are represented here.

Government: The human Lord Garen Criswell is the hereditary ruler of the town. He is in charge of the town's justice, defense, and laws. From among the guilders and commoners, the lord appoints a town council to handle running the town's public business.

Defense: The town guard has forty fulltime warriors. Castle Criswell is their barracks. Lord Criswell can muster 200 militia.

Inns: Inn on the Square, various riverfront hostels.

Taverns: Blue Plate (part of the inn), various riverfront dives.

Supplies: Gunderson's General Store.

Temple: Mindspire (Temple of Ioun; Priestess Deirdre), various shrines.

Places of Interest

Estered's Square: Paved in cobblestones and dominated by the worn statue of Estered's robed form, the square is the center of the town's activity. When not playing host to a festival, it functions as a market. Wellspring's major businesses ring the square, and traders set up stalls in the area.

In truth, it doesn't house the tomb of Estered, which is high in the Kadagast Mountains under the foundation of the Forlorn Tower.

Mindspire: Locals claim this ancient temple stood long before the town did. Its old stones, covered in strange sigils just hidden by the ivy, suggest some truth to its legends. Multicolored pieces of glass in a rainbow of colors peek out from the mortar so when the sun hits it, the temple sparkles. Two massive brass doors

serve as its only entrance, and inside is a massive amphitheater around a central pit where a worn altar stands. Priestess Deirdre has recently taken up residence here, seeing to the Mindspire for the time being.

Castle Criswell: Rivaling the old temple of Ioun, Castle Criswell stands on a sharp rise overlooking the southern branch of the Chill. A fifty-foot tower dominates the castle, and the colors of Lord Criswell fly from its conical roof. His standard depicts a rearing brown bear flanked by two downward-pointing swords. The rest of the castle consists of a two-story house and two smaller outbuildings used as servants' quarters and a garrison, surrounded by a low curtain wall.

Guild District: Three powerful guilds—Bakers, Ironworkers, and Tanners—control the town's industry. Each guild oversees a variety of related industries, and they set the prices in the town. They place representatives near Lord Criswell to ensure the noble remembers who pads his coffers.

The streets are narrow and choked with people throughout the day but quiet at night. Folks are in a hurry here, rushing to an important meeting or engagement, and they might shove or push their way through crowds. The atmosphere here is one of impatience and unfriendliness.

Town Hall: Facing the square, the town hall is a building of wood and stone roofed in slate shingles. Narrow windows look out over the square. Most of this building consists of the audience hall, where commoners voice grievances to the lord, do business, and hold town meetings. Weddings are common here as well.

Low District: Although definitely home to Wellspring's poorer citizens, this district holds the homes of commoners who work in the market or Guild District. Not destitute by any means, folk here are content with their simple lives.

Riverfront District: Both sides of the western Chill are crowded with warehouses and hostels, all of which cater to the merchant sailors who travel from other settlements to do business. This district is the area of Wellspring most troubled by crime.

By far the most cosmopolitan district in the town, the Riverfront District sees trade from wealthy southern cities and lands farther away.

Common District: Given over to commerce, middle class housing, and a scattering of shrines, this ward is a safe if dull part of town. Here, one finds a few small temples and shrines, a scattering of mages and their residences, and the few retired adventurers that settled in Wellspring. The district is one of the safest in the community and it benefits from regular patrols.

High District: Named for the hills rippling out from the eastern shore of the Chill, this is the wealthy part of Wellspring, made so by merchants and successful guilders. With wide streets, several cultivated parks, and higher-end shops, the High District is a bright spot of prosperity in the darkness of the frontier.

Getting Started

"Depths of Madness" begins after the PCs return to or arrive in Wellspring. How it begins, though, is up to you. This depends on what information the characters learned in their exploration of Forlorn Tower or based on the hook you used to pull the characters into the adventure.

Timeline

To help keep the adventure moving forward, you can use the following timeline of events. Treat this not as a strict timetable but instead as a guideline to aid your storytelling.

Day 1

The PCs have recovered from their expedition to Forlorn Tower or, if they didn't play through "Touch of Madness," they arrive in Wellspring. While conducting normal business or relaxing, the PCs hear rumors of Wellspring's growing troubles. Here are sample quotes from Wellspringers, followed by information that can be gained with skill checks.

✦ *"A couple weeks ago, flying tentacle monsters attacked the town. They just flew over the walls!"*
(This refers to the grell attack in "Touch of Madness." The speaker can be encouraged to speak of the attack that happened in Estered's Square. If the PCs didn't deal with this, then the speaker adds that another group of local heroes did. Then, after talking to "*that Ioun priestess*" they went to the Forlorn Tower to find out what was going on. If it wasn't the PCs, that group didn't return. The speaker identifies Deirdre and her location in the Mindspire.)

✦ *"People have been disappearing for weeks. Now more twenty have disappeared! More folks vanish every day, I hear. At this rate, none of us'll be left.*

Another person says,
"Constable Harras's watch is baffled by what's going on, or so they say. No sign of what happened in the places where people vanished. Doors locked up tight. Sometimes the kidnappers take some people and leave others asleep in their beds. I don't think the watch can handle this problem on its own. What are we going to do?"

Another says,
"Now, I hear people are being butchered in the streets . . . by monsters. It's true! I saw a bloody alleyway down in the Guild District! Almost lost my lunch."
(These speakers can direct the PCs to the Constable Harras's offices near Castle Criswell.)

✦ *"A while back, a group of mercenaries—Stormcrows they were called—they set out for the mountains. The group had an elf male, an eladrin female, a human male, a human female, and a dwarf male. They asked a lot of questions about the region and its history, especially about the ruins in the mountains. Come to think of it, all this trouble started about the time they blew through."*

Stormcrows

Characters who participated in "Touch of Madness" are familiar with the Stormcrows, whom the PCs confronted and perhaps rescued from the Forlorn Tower. Through the Stormcrows, the PCs might have learned who hired the mercenaries and what they were after. If one or more of the Stormcrows is still alive, they can tell the PCs what the characters need to know about finding Cylus. They might have other information for the PCs as well, and they can be tools for keeping this adventure on track. How this plays out is up to you. However, if your group did not play through "Touch of Madness," or didn't find out the information they needed, you can allow the PCs to make a Streetwise check as described in the Timeline section, Day 1.

✦ *"I wonder if that scumbag Gerald Roy knows anything about what's going on. His lot might even be the cause."*

(The speaker identifies Roy as a notable and slippery criminal that can be found at the Cast Die, a dive in the Riverfront District. *"And don't tell him I called him a scumbag, please."*)

History	
DC	Result
10	Founded centuries ago, Wellspring is a bright point of civilization in an otherwise untamed wilderness.
15	Many of the older families can trace their lineage to Nerath, the dead empire once claiming these lands.
20	Estered, a particularly famous mage and theologian, lived and worked in Wellspring long ago. All that remains of his legacy in Wellspring is the statue raised in his honor. It's said that Estered worked out of a secret laboratory in Wellspring.
22	The lands around Wellspring were once part of the ancient empire of Bael Turath, a powerful and long-dead civilization brought low by its filthy pacts with devils.
25	An old legend relating to this region deals with a cabal of mystics and mages who tore open reality to unlock the secrets of the Far Realm.
30	Those mystics were the Kaorti.

Religion	
DC	Result
15	Worship of Ioun has deep roots in these parts, dating to well before the rise and fall of Nerath.
20	The Kaorti were a sect of Ioun worshipers tasked with storing relics and knowledge.
30	The Kaorti fell from grace by toying with twisted knowledge. They destroyed themselves in a misguided experiment.

Streetwise	
DC	Result
15	About twenty people are missing, and one or two people vanish each night. Some are apparently killed in monstrous attacks.
20	The Stormcrows are "money for might" sellswords. No job is too low if the price is right. Their members are Elomir, a male elf swordsman Garen, a male dwarf cutthroat, Shantaira, a female eladrin fire mage, Denva, a female human soldier, and Klaus, a wilderness scout.
21	While the Stormcrows were in town, they boarded at the Red Rooster, a tavern and hostel on the south bank of the Chill—Riverfront District. They had dealings with a foreigner named Cylus, who also stayed at the Red Rooster.
22	Cylus had dealings with Gerald Roy, Wellspring's most prominent criminal. He's a regular at the Cast Die, a small, dingy gaming hall and tavern in the Riverside District.

Agitator

Most people are grumbling at the start of the day, and a few have had enough. Dergan Ironhammer, a smith from the Low District, has lost two apprentices. He takes to Estered's Square, bellowing to any who listen that the enemy is all around them. Worse, he suspects the watch as accomplices in the villainy. The madness spread by the *Tear of Ioun* amplifies his anger, making him unpredictable. On the first morning, the PCs encounter Dergan. He leads a protest in Estered's Square and, if not dissuaded, he eventually leads rioters through the streets. PCs exploring the town could find themselves facing riots (use statistics in the Agitator encounter). That night, groups of dark ones snatch a few folk while mutants spread mayhem.

Tactical Encounter: "Agitator," page 81.

Day 2

Riots break out all over Wellspring after the latest round of attacks. These are isolated incidents caused by ne'er-do-wells and looters if the PCs calmed Dergan. Otherwise, the riots are widespread and dramatically violent, and they're aimed at authorities as much as tainted citizens. In this latter case, the rioters include normally peaceful citizens. Regardless, the watch is pulled from their own investigation to quash the chaos. If the PCs aren't already working for Lem Harras, he approaches them for help (see Constable Harras). More people go missing. Mutant attacks and riots continue throughout the night. Riots might catch the PCs, and a mutant certainly does.

While Wellspring groans, Deirdre hears the call of the *Tear of Ioun*. She enacts an ancient ritual that can call the artifact to her if it is close by. To her surprise and ultimate downfall, she succeeds.

Shathrax assembles a host of mutated horrors beneath the streets. Many of these victims lose their identities, but a few cling to the memories of their lost lives. An even smaller number escape the chambers of madness beneath the town. Though driven to escape from the mind flayer, most give in to bestial impulses raging inside. They begin murdering and feasting on their former friends, family, and neighbors. Sometime during the day or evening, the PCs stumble into one of these unfortunates.

Tactical Encounter: "Mutant in the Streets," page 83.

Day 3

By dawn, Lord Criswell's troops regain control over the townsfolk and patrol the streets in force. Shathrax learns the *Tear of Ioun* is missing and, in his rage, sends out his minions to recover it. If the PCs didn't or don't intervene, Dergan is hanged at noon for his part in the uprisings. Deirdre begins her slide into corruption as she examines the stone.

If the PCs don't move to deal with Shathrax by this time, they might run into foulspawn or other horrors on Wellspring's Streets. Construct an encounter using the new monsters in this adventure, such as the Wellspring horror, chuul militant, and foulspawn. You can also use level-appropriate aberrant creatures, along with foulspawn from the *Monster Manual* with one to three levels added to them, keeping the average level around 12. The encounter level should be 12.

Day 4

Attacks continue throughout the day, but they quiet all the quicker if the PCs have dealt or are dealing with Shathrax in the mind flayer's lair. Malachi's agents descend on Wellspring, using the mayhem spawned by the upheaval to cover their movements. One group enters the town from each direction, four groups in all. Searching for the *Tear of Ioun*, they don't concern themselves with the conflict in the town.

Tactical Encounter: "Dark Strangers," page 101.

The Tear's Effect

The *Tear of Ioun* emanates up through the ground and contaminates the wells, animals, and even the air. Among children and the elderly, the effect is more apparent, manifesting as pale blotches on the skin, odd growths, moodiness, and general disquiet. Be sure to mention odd-looking folk. These corruptions are few, but they grow in number each day the *Tear of Ioun* remains in Wellspring.

A DC 30 Arcana check is enough for a PC trained in that skill to sense the unnerving touch of the vile emanations. A PC can attempt this check each day. Focused concentration lowers the DC to 25. The general sense is that something within the town is emanating corruption and possibly causing the problems. However, it's not possible to locate the *Tear of Ioun* in this way.

Constable Harras

The disappearances and mutant attacks have caused Wellspring's authorities to step up their patrols. The supernatural nature of these happenings is making it hard for the constable and his guards to deal with the problems.

Constable Lem Harras is a simple man with simpler interests. He's competent enough in his job, as long as it involves jailing thieves and settling the occasional bar-brawl.

Occupation: Lem Harras has worked his way up through the ranks of Wellspring watch since he enlisted thirteen years ago. He attained the post of constable because he was the only one who wanted the thankless job of enforcing Lord Criswell's laws.

Description: Tall, thickset, and sporting a bristling black mustache, Harras is a plain human male. He wears a chain shirt beneath a heavy blue cloak. His steel brooch—a roaring bear—serves as his badge of office. Armed with a longsword and club, he looks like he can hold his own in a fight.

Values and Motivations: Lem, a good man, protects Wellspring because someone has to ensure the peace. He loves this town, and he would lay down his life to protect it.

Deputizing the PCs

Harras knows the PCs by reputation and from previous deeds in Wellspring, especially if they dealt peacefully with Dergan Ironhammer. Even if he considers them killers for quelling the riots with violence, he's willing to deputize them, whether they come to him or he seeks them out. The color of the conversation is darker if Harras sees the PCs as butchers of common folk.

Harras has already deputized a number of able folk from the city, but none so competent as the PCs. He's turning to the PCs because even with all the help, it's taking every resource at his disposal to maintain order. Furthermore, neither he nor any of his other allies have the faintest clue about what's going on. He thinks the PCs can do what he can't.

When Lem makes his offer, read:

"Wellspring needs you. The trouble? It's these vanishings, the attacks. Hells, it's everything. We don't have the resources to deal with this, and we need someone of your abilities to find out what's going on. Will you help us, as my deputies?"

Harras is authorized to pay the PCs if he must. If the characters ask for reward, he offers one treasure parcel you assign to this task as a reward. If they succeed in ousting Shathrax, the PCs receive this parcel even if they don't ask for it. Or you can assign this parcel as treasure elsewhere and make the rewards in Wellspring and from Lord Criswell less tangible but significant to further adventures in the town and region.

If the PCs accept Harras's request, read:

"So far, more than a score have vanished. In each case, they disappear with no sign of forced entry, though there have been signs of a struggle a few times. The victims span the breadth of the citizens, from street people in the Riverfront to a priest of Pelor in his shrine on Temple Row in the Low District. Whatever is snatching these people, it isn't choosy about whom it takes.

"To make matters worse, there have been a number of attacks. I've lost about half a dozen of the watch so far, and I can't count the citizens found butchered in the alleys and streets. Eyewitness reports are all different, but each horrible. The attackers are inhuman abominations of glistening flesh, tentacles, and slavering maws. No one has any idea what these creatures are—not even Master Vyen has been able to figure out what they could be. Croetus might know, but he's among the missing.

"I admit, this isn't much help, but if you could just snoop around and follow up any leads you might find, I'd be grateful. I can give you a list of crime scenes to look over."

If the PCs don't know Vyen, Harras says:

"The old man is this town's best scribe and sage. You should talk to him—he might know something you'll find useful."

If the PCs don't know Croetus, Harras says:

"That old lecher was still the best mage in Wellspring. I hope we find him alive."

Crime Scenes

Wellspring has far more crime scenes than can be covered in this adventure. The investigation unfolds as a skill challenge.

Crime Scenes Investigation **Level 11**
Skill Challenge XP 1,200

You stalk the streets of Wellspring, looking for clues to the events that plague the town.

The PCs look into the crimes in Wellspring, hoping to find clues. Each round is about an hour of searching the scenes.

Complexity
2 (6 successes before 3 failures)

Primary Skills
Insight, Perception, Streetwise

Other Skills
Arcana, Athletics, Dungeoneering (see Clues)

Victory
Each success earns the PCs one bit of information (see Clues). The Body Thieves tactical encounter is triggered, but the PCs get the drop on the dark ones.

Defeat
Each success still earns the PCs one bit of information. The Body Thieves tactical encounter is triggered, and the dark ones recovered the *umbral eye* first. They then surprise the PCs.

Insight
DC 17 (1 success, 2 maximum)
The signs of struggle at a site might clue you in to what happened.

Perception
DC 17 (1 success, no maximum)
You look closely, hoping to find something odd.

Streetwise
DC 17 (1 success, 1 maximum)
You work the streets for information about prominent scenes where someone saw or heard what happened, or survived an attack.

Clues

Streetwise Success: The constable was correct—no real connection exists among the victims, who come from all occupations and social classes.

First Success: The monster in one attack was clearly once some type of humanoid. Something had changed the poor creature into the mutant that attacked.

Second Success: An abduction scene has a scrap of shimmering black cloth that seems out of place. A follow-up DC 15 Arcana check reveals this material comes from the Shadowfell.

Third Success: The scenes of attack all occur near a sewer grate. The grates are broken from their seats (Athletics DC 22 to accomplish this). Tracking a creature through the sewers might lead the PCs to Shathrax's Lair. However, Perception checks for this tracking are DC 27. It's clear that finding the creature's origin without a skilled tracker could take a lot of wandering in the sewers—and time that Wellspring might not have.

Fourth Success: All the abduction scenes have peculiarities. Signs of struggle indicate victims were attacked from under beds or by attackers that came from interior spaces, such as closets.

Fifth Success: A few bone knives left around one attack scene can be identified as belonging to a foulspawn mangler with a Arcana DC 20 check. In addition to stranger mutants, foulspawn must be part of the attacks.

Sixth Success (Victory): The PCs find the *umbral eye* at the final scene. This is a level 12 magic item parcel.

Even though this is a skill challenge, it is important for you to describe each place and allow the players and PCs to interact with a few sites. Doing so prevents the Body Thieves encounter from seeming too important. Use the tables here to come up with a victim and location on the fly.

LOCATION

Roll	Result	Example
01-60	Residence	House, flat, shack
61-70	Shop	Tailor, butcher, chandler
71-80	Service	Inn, tavern, gambling hall
81-90	Craft	Tanner, dyer, forge
91-95	Shrine	Pelor, Ioun, Raven Queen
96-00	Other	Adventurer's residence, wizard's laboratory, and so on

VICTIM (50% For EITHER GENDER)

Roll	Result
01-60	Adult
61-80	Adult, elderly
81-90	Adult, young
91-00	Child

Tactical Encounter: The final scene takes place in apartments used to house traveling merchants in the Guild District. Two apprentice guilders disappeared here. Roll as if consulting the tables again, then use the Body Thieves encounter map to help set the scene.

Umbral Eye **Level 12**

Coils of darkness writhe across this fist-sized silvery orb's surface. Through it, you can see a shadowy world that mimics your surroundings.

Wondrous Item 13,000 gp

Power (Daily): Standard Action. The orb allows you to see and hear into a place in the world that corresponds to your current position in the Shadowfell, if any. You make an Arcana check at +5 to determine how long you can view the place. A result of 10 or lower allows you to look for 1 round. You can look for an additional round for every 5 points by which your check result exceeds 15.

The sphere creates a scrying sensor in the location you're observing. A creature might notice the sensor with a DC 20 Perception check.

Blackgate Rune **Level 12**

This glossy black stone bears a complex sigil etched on its surface.

Other Consumable 520 gp

Power (Consumable ✦ Teleportation): Standard Action. You open a portal between corresponding places in the Shadowfell and the world. The portal lasts for 3 rounds or until you wish it to close (free action), whichever is less.

DEIRDRE

PCs who played through "Touch of Madness" might wish to report their findings to Deirdre, the priestess of Ioun. Others might learn of her through rumors in town. A devout priestess committed to her faith, she recently accompanied the wave of pilgrims to Wellspring. Deirdre has now taken up residence in the Mindspire.

Occupation: Deirdre has served Ioun nearly all her life. Having come to the faith as a young girl, she rose from initiate to priestess before she turned eighteen. She is charged with overseeing the recovery of lost relics of the faith.

Description: A statuesque woman in her late twenties, she has long brown hair, green eyes, and striking features. She wears the vestments of her faith: blue robes and a symbol of Ioun worked in clear crystal and silver.

Deirdre is businesslike in her dealings and sees little use in wasting time. Nevertheless, she is friendly enough, if a little unsettling in her earnestness.

Values and Motivations: Deirdre came to Wellspring to recover the *Tear of Ioun* for her church. At first, she believed the legends about the stone were inflated, but she has come to realize that it is tainted. This revelation has done nothing to dampen her ambition. Deirdre's now approaches the task with more zeal. She believes only her church, and perhaps she, can remove the stone's corruption. She hides her ambition behind concern for Wellspring.

Useful Knowledge: Deirdre knows of the *Tear of Ioun*. It is one of several sacred stones bequeathed to the church of Ioun ages ago by the deity herself. Each stone contains a fragment of her infinite knowledge, and to possess such a relic is to have access to the deepest mysteries of the universe. She knows these items could never cause the mayhem that comes to afflict Wellspring.

Deirdre is careful not to reveal her own interest in the stone, beyond what she has already revealed—that it should be placed back into the care of Ioun's faithful. She doesn't disclose that she thinks the stone is corrupt, but a DC 21 Insight check tells the PCs she's holding something back. If they press, or if the PCs suggest it first, she states that the stone could have been corrupted.

She says:

"The Tear of this area fell into the hands of a corrupt cabal of priests, the Kaorti, centuries ago. They abandoned the teachings of Ioun and used the stone's power to open a hole to the Far Realm. Their efforts destroyed them, laid their temple to waste, and obliterated the Tear. Or so the story goes. All that remained was the place Wellspringers now call the Forlorn Temple. If the artifact survived, it is possible it was contaminated by the use to which the Kaorti put it. Maybe, somehow, this Tear is within Wellspring as we speak. It could be causing the town's sorrows. If so, you must find it and bring it to me, so the followers of Ioun can purify it.

If the PCs suggest destroying the stone, Deirdre warns them—in dire terms—that this course of action might be terribly unhealthy for those who try. Deirdre suggests finding the stone, spurring the minor quest to find what happened to the *Tear of Ioun*.

Useful Abilities: Deirdre can perform Cure Disease, Remove Affliction, and Speak with Dead (Heal +12, Religion +11).

Gerald Roy

Gerald Roy is a foul-mouthed smuggler and criminal who would rather spend his days drinking and wenching at the Cast Die. Roy knows a lot about Wellspring's underworld, and he might share this information if the PCs can persuade him to talk.

Occupation: Roy runs a small smuggling operation created to funnel stolen merchandise to southern communities. He rarely robs locals, preferring to target travelers making their way to or from the town.

Description: An outgoing human male in his thirties, Gerald has shaggy brown hair and a matching beard flecked with red and gray. He is rough, vulgar, and frank. In spite of this and his portliness, Gerald is a charmer. He has a reputation as a rake throughout the Wellspring.

Values and Motivations: Gerald is lazy. He steals to survive and still avoid real work. For all his immorality, he is not malicious. He even has the graces to be guilty about his career when he's drunk.

Gerald is suspicious of anyone he doesn't know. He might be aware of the PCs and their recent adventures, but that doesn't mean he trusts them. Connections mean a lot to Gerald.

Useful Knowledge: Gerald doesn't talk to people he doesn't know, such as the PCs. The characters have to loosen him up.

Getting the Goods from Gerald Roy — **Level 11**
Skill Challenge — XP 600

"If you're not about to pull a stack o' gold, a stiff drink, or a lady out of your pouch, you'd best be finding someone else to harass."

The PCs must earn Gerald Roy's trust or scare him into giving up any information.

Complexity
1 (4 successes before 3 failures)

Primary Skills
Bluff, Diplomacy, Intimidate

Other Skills
Insight, Streetwise

Victory
Gerald tells the PCs what he knows (see below). PCs who succeed without Intimidate might have impressed Gerald enough to gain an ally of sorts. If the PCs use Intimidate for more than one success, however, Gerald works subtly against them in the town, spreading lies through intermediaries, targeting the PCs for burglary, and using his influence to make life harder for the PCs.

Defeat
Gerald doesn't open up. If the PCs used Intimidate at all, he does as described above and hires thugs to rough up one or more PCs.

Bluff
DC 17 (1 success, no maximum)
You lie or make promises you don't intend to keep to make Gerald Roy talk. Gerald mocks anyone who fails to Bluff, saying something such as, "Don't lie to a liar, friend. What are you really after, and what are you willing to give me for it?"

Diplomacy
DC 15 (1 success, no maximum)
You bargain with Gerald, playing up the town's plight or promising him something for his information. Those who offer something Gerald might want (DM discretion) gain +2 to the check during which the offer is made.

Intimidate
DC 18 (1 success, no maximum)
You threaten Gerald with harm unless he gives up what he knows. Using this tactic causes Gerald's mood to darken, although he continues to feign a jovial mood. (Insight DC 21 indicates that the PCs have made an enemy with their harsh tactics.)

Insight
DC 19 (1 success, 1 maximum)
It's clear Gerald doesn't trust you. You'll need to gain his confidence—or squash it—to get what you want.

Streetwise
DC 21 (0 successes)
You recall a bit of useful information about Gerald's smuggling operation in Wellspring, which you can use to impress or bully the criminal. The character grants +2 to a Diplomacy or Intimidate check.

If the PCs succeed, Gerald Roy can tell them all about the Stormcrows. He also knows that a man named Cylus hired the Stormcrows. Gerald knows this because he is the one who put Cylus in contact with mercenary concerns in the town. Gerald knows that Cylus and the Stormcrows stayed in the Red Rooster, a Riverfront inn.

He says:

"That Cylus spread around some choice coin for a gray-faced mage with no fancy-looking stuff. Weird thing is, nobody saw the bugger leave town. In fact, none of my mates saw him leave the Red Rooster. If you see him again, tell him Gerald is more than happy to do more business."

As to the disappearances and attacks in the city, Gerald has no direct knowledge of what's going on. What he does know is that the twisted monsters come from the sewers beneath Wellspring. He doesn't know what "freelancers" are doing the kidnappings.

However, he says:
"Just a few days ago, this crazy bloke was raving about seeing small, cloaked creatures doing the dirty work. Said they had weird legs, almost like a satyr's, and they blended into the shadows. The loon said appeared from nowhere to snatch you while you slept. Said he saw them himself. Now he's missing too, poor sod."

Arcana DC 17: *This crude description fits dark ones—small, sly creatures native to the Shadowfell.*

A normal monster knowledge check using Arcana can tell the PCs more about dark ones. Dark ones are considered heroic-tier creatures for such checks.

Master Vyen

The characters might learn about the sage from Constable Harras or Gerald Roy. If they ask about town, they can also uncover his name with a DC 11 Streetwise check.
Master Vyen knows a great deal about Wellspring's history. He lives in a stone house in the High District, where he tutors highborn children, teaching them to read and write.

Occupation and History: Vyen is the fourth son of a minor noble in a city far to the east. Given up to the Church of Ioun to become a priest, Vyen served there for a time. When he turned eighteen, he quit the monastery and headed west, settling in Wellspring. A true scholar, he turned his keen mind to unearthing the secrets of this strange little town and its environs.

Physical Description: Vyen is fast approaching his fiftieth year. His hair has gone to white, and wrinkles cover his face. His watery-green eyes seem tired, but he can affect a smile when need be. He's most often found wearing comfortable brown robes and surrounded by his books. Master Vyen steeples his fingers when he talks.

Values and Motivations: If Vyen took one thing with him from his time as an acolyte, it was a thirst for knowledge. He cherishes his books and his learning, and he tries to impart the same zeal, with mixed results, to his students. He is friendly and helpful, reserving special kindness for other scholars.

Useful Knowledge: If any person who knows Wellspring's secrets, it's Vyen. Any information you wish to impart to the PCs can come from Vyen.

He confides in well-meaning PCs:

"Estered's Tomb is not under Wellspring's town square, but the saint's laboratory is. Other priests of Ioun raised the statue over the way into the laboratory so it might remain undisturbed. They cleverly concealed the door, reportedly by making it appear to be part of the statue. In any event, these chambers are below the square and if one could go unnoticed anywhere in Wellspring where, it is there."

Vyen has never been into the laboratory, nor does he know for sure that the secret door is in the statue. The old sage admits as much, saying, *"I'm no bold adventurer."* He is right about the door, however. If the adventurers learn this information, they gain +5 to Perception checks made to locate the secret door in the statue.

***Tear of Ioun*:** If the PCs mention the *Tear of Ioun* and lead Vyen to believe the stone is corrupt, he concludes that the artifact might be behind Wellspring's trouble. This is another in to the minor quest to find out what happened to the *Tear of Ioun*.

The Red Rooster

The Red Rooster stands at the end of a short street on the western edge of the southern arm of the Riverfront District, situated about a block from the central bridge spanning the river. This three-story inn is in good repair and roofed in slate shingles. A wide porch grants access to the main floor, while two rows of six windows face the street. A stable stands off to one side, and a kitchen stands to the other, across the small yard spanning the front of the building. A wooden sign featuring a red rooster hangs from a post in the center of the yard.

Inside, the main floor consists of a small dining hall, office, cloakroom, and personal chambers for the owner, Magden Tye, as well as her staff of four maids, two cooks, and a dozen other servants and stable boys. The common areas have a noticeably fresh scent despite the nearby stables, sewers, and riverfront, and the inn is kept very clean. Dinner is served at sunset and breakfast an hour after dawn. Meals are simple but nourishing. Accommodations and meals are priced as per the *Player's Handbook*.

Unwilling to let their employer find them chatting idly, the staff defers all questions to Mistress Tye.

Magden Tye

Magden "Mag" Tye owns and operates the Red Rooster. A no-nonsense woman possessed of a fierce temper but a kind heart, she has both the fear and love of her staff.

Occupation: Mag inherited the Red Rooster from her father, Arnus Tye, when he died five years ago. She's thrown her life into the inn, sacrificing much to make her business thrive.

Description: Tall, blocky, and heavyset, Mag has red hair around a ruddy face. Hard blue eyes and a tight set to her lips give her an unwelcoming appearance. She tries to tidy herself up, such as smoothing her apron, when she talks to attractive or smooth-talking strangers.

Values and Motivations: Mag puts her business first—it's all she has of her father and it's all she knows. She hides her regret about the life she has led and her fears that she will never have children of her own. The innkeeper presents a gruff front as a sort of shield to protect her tender heart. Paying customers gain +2 to Diplomacy checks against Mag. She resents liars and cheats, who gain -2 to all Bluff and Diplomacy checks against her after she discovers their dishonesty.

Talking to Mag

Mag is willing to talk. She remembers the Stormcrows and that they were good guests who were polite to the staff. She mentions that their employer, a man named Cylus, took care of their bill and paid for himself through the month. She pauses for a beat and then adds, *"But you know, I ain't seen him since just after them Stormcrows left."* She confirms with her staff no one has seen him, and the door to his room is still locked.

Magden describes Cylus thusly:

"He weren't nothin' to look at—just a man, not really small or large. He didn't wash much, so his black mop was always greasy. A gloomy sort of fellah, all in gray."

Provided the PCs can make a good case for opening up Cylus's room, with a DC 17 Diplomacy or Bluff check, Magden gives them a key. The PCs can try twice before Mag flatly refuses.

In refusal, she says:

"Just because the fellah keeps to himself don't mean we should go an bother 'im."

Cylus's Room

Cylus's chambers are on the third floor, up two flights of steps and at the end of a long hall. His room is locked (Thievery DC 25 to open or Athletics DC 16 to break). Breaking down the door without taking precautions to deaden the sound attracts Mag and a handful of her servants in a minute later. They usher the PCs out of the inn, threatening to call the watch if they resist.

Once the PCs enter, read:

The smell of decay greets you. Seated in a chair in the center of the chamber is a dry corpse in gray robes. Its head is deflated, sagging forward, chin resting on its chest. The top of the skull reveals four jagged holes as if something burrowed into it. An open archway leads to a secondary chamber, probably the bedroom.

Dungeoneering DC 22: *A mind flayer caused these head wounds.*

Heal DC 17: *Cylus has been dead for a few weeks. The cleanliness of the inn prevented more rapid and gruesome decay.*

Arcana DC 17: *You sense that the common areas of the Red Rooster have a minor magical effect that repels offensive odors, primarily those from mundane sources such as the adjacent stables, the underground sewers, and the nearby riverfront. This must have prevented the staff from noticing the stench from outside Cylus's room.*

The archway indeed leads to a small bedroom containing a bed, dresser, wardrobe, and table holding a ewer filled with tepid water. The wardrobe contains clothes, a backpack with a few days of trail rations in it, a waterskin filled with beer, and one parcel of monetary treasure.

The dresser has three drawers. The two bottom drawers are empty, while the top contains a magic item parcel—probably something Cylus might have used such as an implement. It also contains a lead box inscribed with runes and sigils. A DC 26 Arcana check or a performance of the Comprehend Languages ritual reveals these inscriptions are in fact protection wards, designed to contain the energy of a powerful object.

Speak with Dead

The adventurers might use Speak with Dead to communicate with the corpse.

When the PCs cast the ritual, read:

The corpse twitches, and its head lifts. It fixes on you with its milky eyes, as if daring you to question it.

Questioning Cylus's corpse at all requires a successful skill challenge using The Dead Witness, *DMG* 78. The DCs are all 17, except the Religion DC, which is 11. Success nets the party 1,200 XP. Draw relevant answers from the following information.

In life, Cylus was a wizard in service to Malachi, a mage dwelling in the far north in the Fortress at World's End. Cylus came to serve Malachi because Cylus was interested in the secrets of the Far Realm and hoped his new master would share with him vast knowledge of the Outside. He knows his master is working on a device to rip a hole to the Far Realm, but he's missing a vital component: the *Tear of Ioun*. Thus, Malachi sent forth his servants to find and bring the artifact back to his citadel. The only way to the stronghold is through the Gloaming Gate on the shores of the Umbral Sea. (However, the PCs' goal is to find the *Tear* and save Wellspring, not confront Malachi. Remind them of their quest if they forget this. The information from Cylus is useful later.)

Cylus learned the artifact lay in the Kadagast Mountains, but he lacked the resources and courage needed to retrieve the item. He hired the Stormcrows to claim it for him. Before they returned, though, a mind flayer ambushed Cylus in this room. Stunned by the horrific creature's *mind blast,* he gave up what he knew about the *Tear of Ioun* before the mind flayer ate his brain.

If the Stormcrows failed, Malachi is sure to send more servants after the artifact. Because Malachi operates out of his base in the north, he cannot be behind the miseries Wellspring now faces every day.

Shathrax's Lair

Shathrax's lair lies about 100 feet below Wellspring, in Estered's old lab. Situated in a nest of flooded tunnels connected to the sewers, it has two possible entrances—the statue in Estered's Square or Wellspring's sewers.

Estered's Square

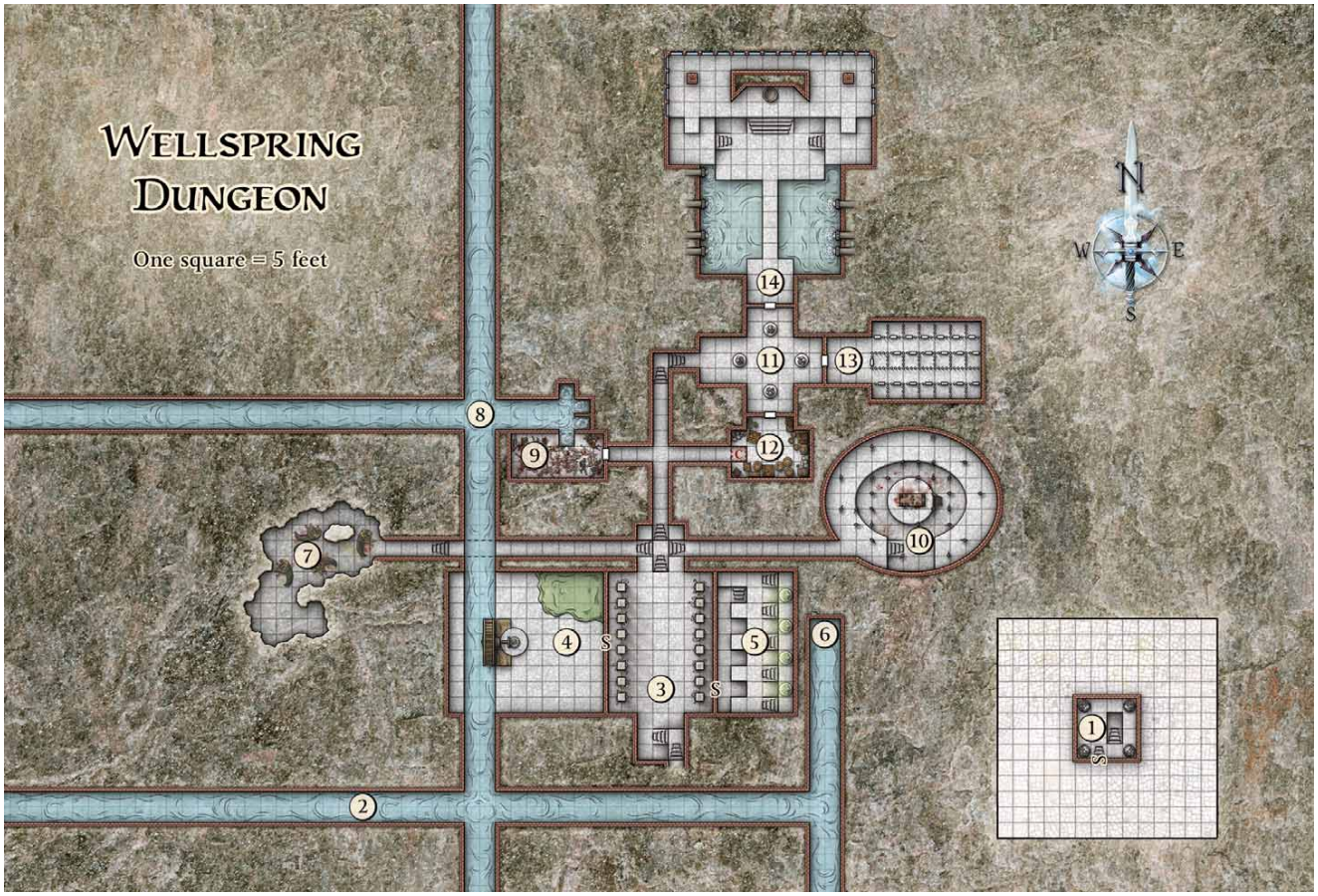
The center of Wellspring is a cleared area of cobblestones ringed with buildings on all sides. The attack not long ago, combined with the widespread violence, has driven away all but the most dedicated pilgrims. Even these zealots are wise enough to seek shelter when darkness falls.

The square's primary draw is the old statue. During the day, a few pilgrims cluster around the statue, but at night, the square empties until it is all but silent. The exception to this is on the fourth night, in which case Malachi's servants haunt the area—see Dark Strangers, page 101.

A secret door (Perception DC 31) opens in the statue, leading to area 1 of Shathrax's Lair. Those who know the statue has a secret door gain +5 to checks to find it.

The Sewers

Wellspring's sewers are nasty, but not dangerous to veteran adventurers. The monsters Shathrax has created might have changed this fact, so you can place an encounter of your design in the sewers if you wish (see Defenses). No map is provided of the sewers, which are left for you to create. The characters merely have to pass through. If the PCs come this way into Shathrax's lair, they arrive at area 2.



Common Features

A feeling of dread hangs about the place, as if something horrible is about to happen. The air is damp and still, and a rotting stench fills the area.

Ceilings: Unless otherwise mentioned, ceilings are 15 feet high.

Doors: The doors throughout are iron with nested hinges. Nearly all bear scratches, disturbing inscriptions, or are stained with mysterious fluid. None of these doors is locked.

Floors: Dry areas have flagstone floors that are cracked and pitted with age. Most of the area is damp, and some of it is flooded.

Water: Watery areas are filled with a shallow mixture of river water, rainwater, and waste. Any nonaberrant creature that touches the murky soup with bare flesh is at risk contracting a disease. The first time a living creature enters the water here, it is subject to an attack. The attack bonus is deliberately lower than the normal cackle fever attack, but the disease is otherwise normal.

Aberrant Water
+13 vs Fortitude; the target contracts cackle fever (see *DMG* 49). *Effect:* The target is immune to this attack for 24 hours.

Illumination: None, unless otherwise indicated.

Sounds: Dripping water, an insane chortle, splashing noises, and the occasional shriek.

Walls: Old masonry covers the walls throughout, but moisture and age have left them in poor repair. The walls are about a foot thick and lay atop earth and hewn stone. They are made from dark, slimy bricks with crumbling mortar between. Scratch marks, old graffiti, and phosphorescent molds can be found throughout. Climbing the walls anywhere here, unless otherwise noted, requires a DC 20 Athletics check.

Defenses

If the PCs enter on the third night or later, the passages are empty. If they descend earlier, they are at risk of encountering wandering foulspawn. Any time you feel the action has been slow for a while, or you think the players need an encounter, throw a group of foulspawn at the PCs. Once or twice should be enough. Construct a level 12 encounter using foulspawn (*MM* 112–113), adding one to three levels to each monster. Keep the average level around 12.

Rooms

The following encounter areas correspond to the dungeon map.

1. Wellspring's Secret

Characters that find and open the secret door find a short set of stairs leading down into a chamber beneath the statue.

When PCs reach the bottom, read:

The short staircase ends in a damp square chamber that is about 20 feet on a side. Standing in each corner is a stone column. A set of stone steps and a rusted iron rail descend through the floor and into the darkness.

2. Dark Waters

Characters entering the dungeon by means other than the secret door eventually find themselves in this foul passage filled with disgusting fluid.

Tactical Encounter: "Dark Waters," page 86.

3. Shadow Hall

The staircase from room 1 descends past several landings until it ends at a final landing overlooking this room. At the northern end of the room, another staircase leads down to a small landing before branching into three more staircases.

Off-duty dark ones and their leader—a shadar-kai who negotiated their employment to the mind flayer—lurk here.

Tactical Encounter: "Shadow Hall," page 87.

4. Foulspawn Barracks

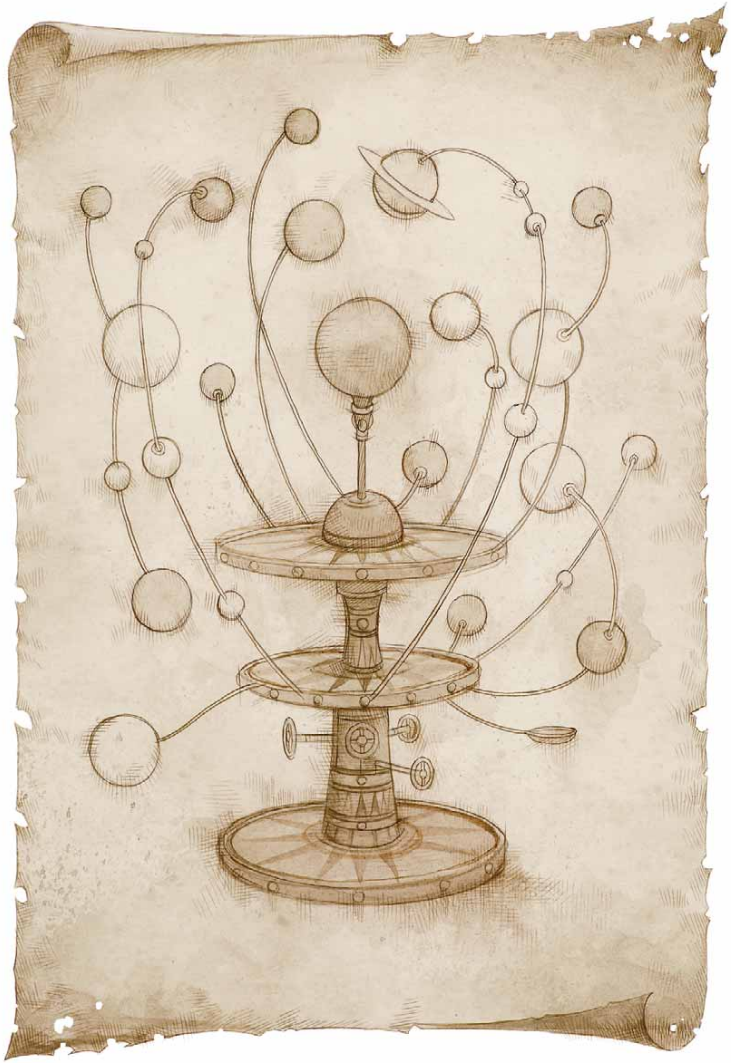
In Estered's days, the current was stronger here, so it turned a waterwheel and the adjoining millstone. The old wheel remains, but now this place houses a number of Shathrax's servants.

Tactical Encounter: "Foulspawn Barracks," page 89.

5. Saint's Shrine

Estered erected four statues to honor his comrades.

Tactical Encounter: "Saint's Shrine," page 91.



6. Watery Depths

The water-filled passage travels north until it comes to a dead end, where the floor gives way to an 80-foot murky, water-filled pit. Characters walking through the water must succeed on a saving throw or slip under the water. Those who succeed on a DC 21 Perception check spot the danger before they fall. Swimming in the water requires a DC 10 Athletics check. Those submerged in this watery pit are subject to an attack: +16 vs Fortitude. On a hit, the target contracts Blinding Sickness (*DMG* 49), with +2 to the Endurance DCs. This attack occurs even if the PC has avoided the disease that pervades the dungeon within the last 24 hours.

7. Horrid Grotto

Shathrax bred carrion crawlers for extracting the brain juice poison used by his dark one servants.

Tactical Encounter: "Horrid Grotto," page 93.

8. Intersection

The tunnel ends at an intersection. The branches thread through the rock to Wellspring's actual sewers, allowing the PCs an avenue of escape.

9. Sealed Chamber

Moisture has rusted the door shut (Athletics DC 22 to open). Shathrax hasn't bothered to open it.

When the PCs open the door, read:

Tepid air heavy with the scent of mildew greets you. Heaps stone have fallen into this room, and water drips into it from above. Rotted and crushed shards of wood and stone suggest furniture once stood here. The floor is slimy.

Searching the room turns up a parcel of treasure.

10. Operating Theater

This large room served as Estered's laboratory, and it was here that he conducted his experiments. Now Shathrax uses it for darker purposes.

Tactical Encounter: "Operating Theater," page 95.

11. Foul Guardian

Shathrax placed a trusted guardian—a bloated horror grown fat on Wellspring captives—here. Charged with watching over the entrance to the mind flayer's lair.

Tactical Encounter: "Foul Guardian," page 97.

12. Storage

This room served as Estered's quarters. Now, it holds foodstuffs, water, and other necessities to keep alive Shathrax's forces.

When the characters enter this room, read:

This stuffy room is packed with boxes and barrels.

The boxes contain food and mundane goods, and the barrels contain fresh water or ale. Characters inspecting the crates, casks, and other containers find they bear a variety of marks (Streetwise DC 10 to identify them as belonging to the town guilds.)

Trapdoor: A DC 21 Perception check reveals the door in the ceiling, which opens into the corridor above.

13. Prison Cells

This room holds Shathrax's prisoners.

When the characters enter this room, read:

Barred cells fill this large, long room, forming three rows seven cells deep. People lurk in some of the cells, and few of the inhabitants appear healthy.

Each cell is locked (Thievery DC 25 to open). Most of the prisoners suffered the *Tear of Ioun's* power and now endure the malign effect of their exposure. Those still here haven't completely transformed, or they are dying.

The PCs can do little for these victims given only a short time. Any ritual caster realizes, however, that Remove Affliction could work on some of these unfortunates. Not realizing this, the prisoners beg for merciful ends before they become monsters. They can also point the characters to the mind flayer's lair.

One offers a description of the *Tear of Ioun*:

"It's . . . wrong . . . simply wrong. Black, crawling with green veins, it seemed alive. When we were brought before it, it shone brightly and it was as if something broke within us."

14. Shathrax's Sanctum

Shathrax makes its stand here.

Tactical Encounter: "Shathrax's Sanctum," page 98.

***Tear* Transformation**	**Level 13 Affliction**

Attack: +15 vs Will

Endurance improve DC 21, maintain DC 17, worsen DC 12 or lower

Special Each time the target maintains or worsens, its body gains an unusual feature. These features remain until the disease is cured. Only Remove Affliction can cure this malady—Cure Disease is ineffective.

The target is cured.

◀ **Initial Effect:** The target takes a -2 penalty to saving throws; -4 against charm and psychic effects.

◀▶ The target loses 10 hit points, which cannot be regained until the disease is cured. Each time the target becomes bloodied, it becomes dazed (save ends).

▶ **Final State:** The target transforms into an aberrant monstrosity, becoming an NPC monster such as the Stormcrows in "Touch of Madness," a foulspawn, or Wellspring horror.

Concluding the Adventure

Upon Shathrax's defeat, no more threats appear inside the town. The aberrant creatures below Wellspring head for the greater Underdark. However, there's still the matter of the missing artifact.

Deirdre

All evidence points to the priestess of Ioun. When the PCs arrive, they find they are too late. The *Tear of Ioun* is missing, and all that remains is the ruined remains of their former ally.

When the PCs arrive, read:

Gone is the once beautiful woman. What remains is a shattered shell of corrupted flesh, twisted in unnatural angles so she crawls on all fours. She has three eyes, rippling skin, and an oozing mouth. Wounded and choking, she shrinks from you.

Deirdre poses no threat to the PCs, and any attack kills her. She is succumbing to the corruption of the *Tear of Ioun* and to poison Malachi's agents injected into her. The characters have only a few moments to talk to her before she dies.

If the characters show her the slightest compassion (or later use Speak with Dead), she confesses everything. She, in fact, came to Wellspring to locate and purify the *Tear of Ioun*. However, she now realizes her arrogance.

She says:

"It was too powerful, too corrupted by the touch of the Far Realm. It must be destroyed!"

If the PCs ask where the stone is now, she says:

"Shadowfell. It's in the Shadowfell. Servants took it there. It must be destroyed. Malachi . . . must stop Malachi . . ."

With those final words, the tremors in her body intensify until she dies seconds later. If the PCs were using Speak with Dead, they might continue to question her.

Treasure

Although much of what Deirdre owned is gone or destroyed, including her ritual book, the dark strangers overlooked a small wooden box holding *residuum* worth 2,000 gp.

Shadow Crossing

The weirdness of the *Tear of Ioun* interacting with the use of a *blackgate rune* (see page 72) created a shadow crossing in the Temple of Ioun. The shadow crossing allows the PCs to cross into the Shadowfell without the use of a ritual or magic item. How long this lasts is up to you, but it should exist long enough for the PCs to take care of business and begin to pursue Malachi's servants. It might return intermittently as a permanent feature of the polluted temple.

Malachi's Servants

If the PCs manage to take one of Malachi's servants prisoner, use the Interrogation skill challenge (*DMG* 79; moderate DCs 17, hard DCs 22; 600 XP). They might also use Speak with Dead, requiring the use of the Dead Witness skill challenge (*DMG* 79; Easy DCs 12, moderate DCs 17; 1,200 XP). As discussed under Speak with Dead, page 76, Cylus knows these facts as well.

Success

The subject reveals that the dark strangers serve Malachi, a wise mage of unsurpassed power. He sent them to recover the *Tear of Ioun*. The thieves now head for the Fortress at Worlds End, Malachi's bastion. To arrive there, they must proceed across the Shadowfell to the Gloaming Gate on the shores of the Umbral Sea.

Smiling, the prisoner says:

"Lose all hope, for Malachi has the Tear, or soon will. To face him now only hastens your doom."

Failure

The subject refuses to speak. The PCs are free to try another subject.

The subject reveals only:

"It makes no difference now. The priestess of Ioun had it, and now we do. It will soon be in Malachi's hand, and then shall the world know fear."

Agitator

Encounter Level 11 (3,000 XP)

If you need a map, use the one for the town square for the Dark Strangers encounter (page 101). Dergan sets up his protest in the square near the statue of Estered.

When the PCs see the protest, read:

Beyond a large crowd, standing on an overturned box, is a black-haired dwarf. His animated, craggy features twist with anger as he gestures wildly. The crowd cheers in response to his ravings. He blames the Ioun pilgrims, the watch, and even the lord for the troubles in town. Some people walk away, but more stay to listen.

Talking Dergan Down **Level 11**
Skill Challenge XP 3,000

Several of the citizens nearby note your presence with concerned eyes. Maybe you have the authority to nip this problem in the bud.

The PCs influence Dergan to stand down without resorting to threats or violence. Each skill check in the challenge represents a few moments of speaking to Dergan and the crowd.

Complexity
5 (12 successes before 3 failures)

Primary Skills
Bluff, Diplomacy, Insight

Other Skills
Arcana, Streetwise

Victory
Dergan calms, admitting to feeling an unnatural rage that seemed to come from nowhere. He feels it squirming inside him like a beast and asks to be taken into custody until his madness passes. The riots in Wellspring are lessened because of the PCs' actions, and the characters' reputation is increased in Wellspring.

Dergan might become an ally after the PCs defeat Shathrax. The dwarf is a master crafter who knows the Enchant Item ritual. He might even make the PCs an item if you wish to assign an item parcel to this situation.

Defeat
At Dergan's urging, the crowd turns on the PCs. The characters face the dilemma of butchering Wellspringers or fleeing the scene. Unless he's killed or captured in this initial clash, Dergan leads riots through Wellspring. These riots target anyone the crowd deems tainted, including the PCs.

Arcana
DC 23 (requires successful advanced Insight DC 22, 1 success, 1 maximum)
You confirm that some vile supernatural force pervades the atmosphere of the town. It must issue from a powerful source indeed. (If the PC knows of the *Tear of Ioun*, he or she can confirm that the problem could be the artifact.)

Bluff
DC 17 (1 success, no maximum)
With flattery, falsehoods, or distractions, you calm Dergan and the crowd. A failure closes Bluff and adds 2 to Diplomacy DCs, since Dergan and the crowd react negatively.

Diplomacy
DC 15 (1 success, no maximum)
You influence Dergan and the crowd with inspiring or calming truths.

Intimidate
(automatic failure)
Dergan can't be cowed. If intimidated, he begins to blame the PCs for bringing more problems to the town.

Insight
DC 10 (1 success, 1 success leads to advanced Insight DC 17)
This firebrand has no chance of physically opposing you, but the crowd would surely turn against you if he were harmed or intimidated.

Insight (Advanced)
DC 17 (1 success, 1 success leads to advanced Insight DC 22)
The dwarf is clearly unhinged. His eyes are wild as if he's crazed—like he is drugged or under some other negative influence.

Insight (Advanced)
DC 22 (1 success, 1 success leads to Arcana)
Subtle cues tell you that the dwarf isn't insane, but something is polluting his thinking. You can feel a subtle supernatural energy pushing him and the crowd toward unreasonable actions.

Streetwise
DC 20 (1 success, 1 maximum)
You cleverly undermine the dwarf's accusations, revealing them as uninformed at best. He's doing nothing but inciting people against the authorities with no good reason.

Vicious Crowd

If the PCs choose to stand against the mad Wellspringers, use the statistics for a Wellspringer riot here. As they explore the city during this adventure, the PCs might run into similar riots at later times. If they've quelled Dergan, most rioters are bad guys using the chaos as an excuse to steal and run amok. No riot encounter should be a real challenge for the PCs—the players should feel like they are fighting much weaker people.

Tactics

The Wellspring riot just flows around the PCs, stabbing and burning. The crazed citizens fight fiercely, howling insults and insane proclamations.

Wellspringer Riot **Level 10 Brute**
Huge natural humanoid XP 500

Initiative +8 **Senses** Perception 4
Mob Attack aura 1; the Wellspringer riot makes a melee basic attack as a free action against each enemy that starts its turn in the aura.
HP 125; **Bloodied** 62
AC 22; **Fortitude** 23, **Reflex** 22, **Will** 21
Speed 5
⊕ **Torches and Pitchforks** (standard; at-will) ✦ **Weapon**
+14 vs AC; 1d8 + 4 damage, and ongoing 5 fire damage (save ends).
Panicked Stampede (free when first bloodied; encounter)
The Wellspringer riot moves 5 squares away from the creature that bloodied it. It attacks each creature whose space it moves through; + 12 vs Fortitude; 2d6 + 4 damage, and the target is pushed 2 squares and knocked prone.
Stragglers (when the riot takes forced movement, and when it is reduced to 0 hit points)
Each square the Wellspringer riot formerly occupied now contains one Wellspring rioter, who acts just after the riot.
Alignment Unaligned **Languages** Common
Str 18 (+9) **Dex** 16 (+8) **Wis** 9 (+4)
Con 15 (+7) **Int** 9 (+4) **Cha** 14 (+7)

Wellspring Rioter	**Level 7 Minion**
Medium or Small natural humanoid	XP 75
Initiative +4	**Senses** Perception +4
HP 1; a missed attack never damages a minion	
AC 17; **Fortitude** 18, **Reflex** 17, **Will** 17; see also *mob rule*	
Speed 6	
ⓘ **Torch and Pitchfork** (standard; at-will) ✦ **Weapon**	
Melee 1; +10 vs AC; 4 damage, and ongoing 3 fire damage (save ends).	
Mob Rule	
The Wellspring rioter gains a +2 power bonus to all defenses while at least two other Wellspring rioters or one Wellspring riot are within 5 squares of it.	
Alignment Unaligned	**Languages** Common
Str 14 (+5)	**Dex** 12 (+4) **Wis** 10 (+3)
Con 10 (+3)	**Int** 10 (+3) **Cha** 12 (+4)
Equipment torch, pitchfork	

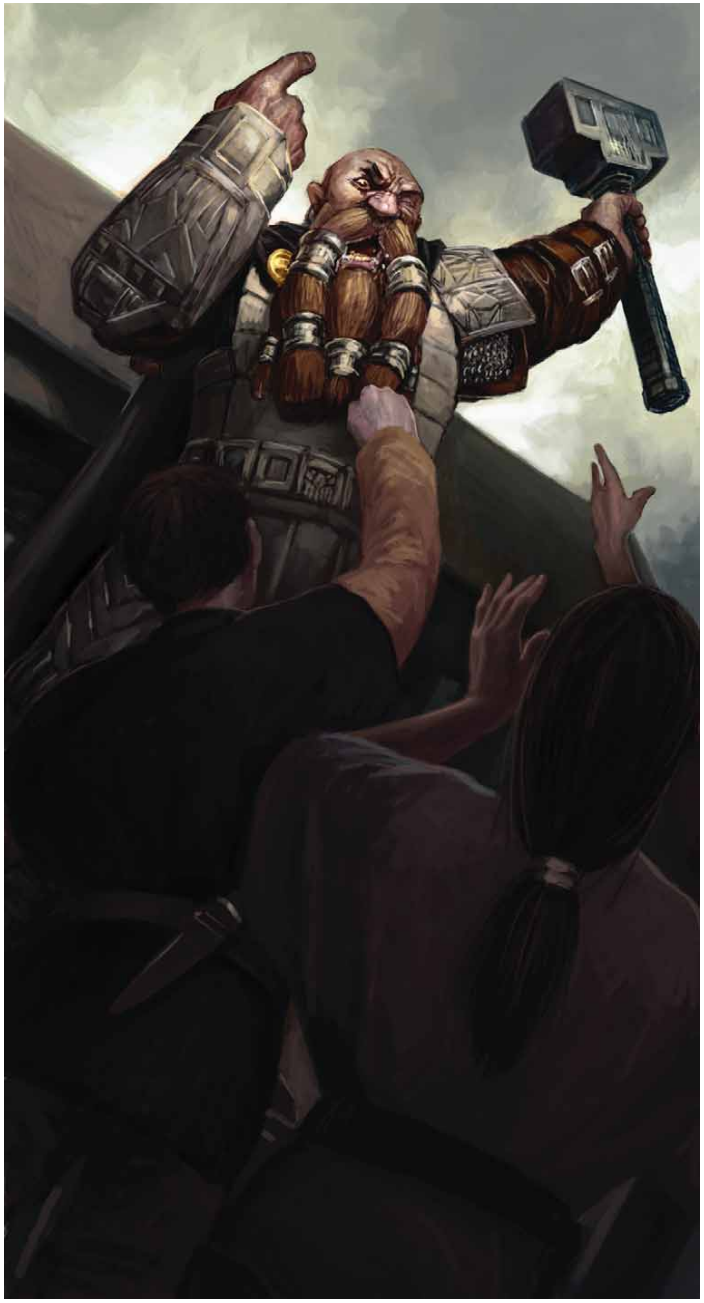
Dergan Ironhammer	**Level 5 Brute**
Medium natural humanoid, dwarf	XP 200
Initiative +4	**Senses** Perception +3; low-light vision
HP 72; **Bloodied** 36	
AC 17; **Fortitude** 18, **Reflex** 16, **Will** 17	
Saving Throws +5 against poison effects	
Speed 5	
ⓘ **Maul** (standard; at-will) ✦ **Weapon**	
Melee 1; +10 vs AC; 2d6 + 3 damage.	
Stand Your Ground	
Dergan reduces any forced movement he's subjected to by 1 square. If he would be knocked prone, he can roll a saving throw to avoid falling prone.	
Alignment Unaligned	**Languages** Common, Dwarven
Str 17 (+5)	**Dex** 12 (+3) **Wis** 12 (+3)
Con 12 (+3)	**Int** 10 (+2) **Cha** 14 (+4)
Equipment leather apron, maul	

Stopping Dergan

When Dergan is a member of a riot, keep the PCs informed of Dergan's location therein. A character can target Dergan specifically. Alone, Dergan isn't a serious threat, but he's tough.

Conclusion

How the PCs quell the situation determines how the riots go in the town. If the PCs calm Dergan, the riots are lessened in Wellspring. If they fight Dergan, whether they kill or capture him, the riots are significantly worse. Use this information to set the tone of the streets as the PCs later investigate the town. So-called heroes who butcher Wellspringers—other than perhaps Dergan—lose face in the town to say the least. Lem Harras isn't pleased, either—see Constable Harras, page 70.



Mutant in the Streets

Encounter Level 13 (4,000 XP)

Setup

1 wellspring horror (W)

After escaping the depths, this mutant took to the streets. It hunts Wellspringers, snatching them and eating where none can see, such is its shame for what it is. The monster makes no attempt at stealth, so initiative is determined normally.

When the encounter begins, read:

Out of the shadows stumbles a vaguely humanoid monstrosity with multiple barbed tentacles twitching where its limbs should be. Its face is a twisted knot of skin and sinew wrapped around a drooling, fang-filled maw. It moans as it pulls itself forward, its intent clear in the numerous insane eyes staring out from its dripping head.

Tactics

The Wellspring horror rushes up to the PCs, using a tentacle attack to grab one, which it bites. Then it uses an action point to grab another enemy. After it has grabbed at least two creatures, it uses *tentacle flurry* to beat back other melee attackers. It uses *tentacle scuttle* to prevent flanking or to reach a target it wants to grab. Early on, it's not too careful about provoking opportunity attacks, but it becomes more careful once bloodied. All the while, it bites those it has grabbed, using *tentacle block* to deflect attacks. The horror uses *tentacle rip* on grabbed PCs who annoy it, such as by dealing it significant damage. It also uses this attack to discard one grabbed foe in favor of another. The mad creature fights to the death.

Wellspring Horror (W) **Level 13 Solo Controller**
Medium aberrant humanoid XP 4,000

Initiative +10 **Senses** Perception +9; low-light vision
HP 635; **Bloodied** 317
AC 29; **Fortitude** 28, **Reflex** 26, **Will** 25
Saving Throws +5
Speed 6, climb 3
Action Points 2

⊕ **Tentacle** (standard; at-will)
Reach 2; +20 vs AC; 2d6 + 6 damage, and the target is grabbed. The Wellspring horror can grab up to three targets.

Bite (minor; at-will) ✦ **Poison**
Targets a creature the Wellspring horror has grabbed; +20 vs AC; 1d6 + 6 damage, and ongoing 5 poison damage (save ends).

Tentacle Rip (standard; recharge ⚄ ⚅)
Targets a creature the Wellspring horror has grabbed; +18 vs Fortitude; 5d6 + 6 damage, and the target is pushed 3 squares, knocked prone, and no longer grabbed.

Tentacle Flurry (standard; at-will)
Close burst 1; +20 vs AC; 2d6 + 6 damage, and the target slides 1 square and is knocked prone.

Tentacle Block (immediate reaction; usable when targeted by a melee or ranged attack; requires a target the Wellspring horror has grabbed; at-will)
The Wellspring horror changes the attack's target from itself to a creature it is grabbing other than the attacker.

Tentacle Scuttle (move; at-will)
The Wellspring horror shifts 2 squares.

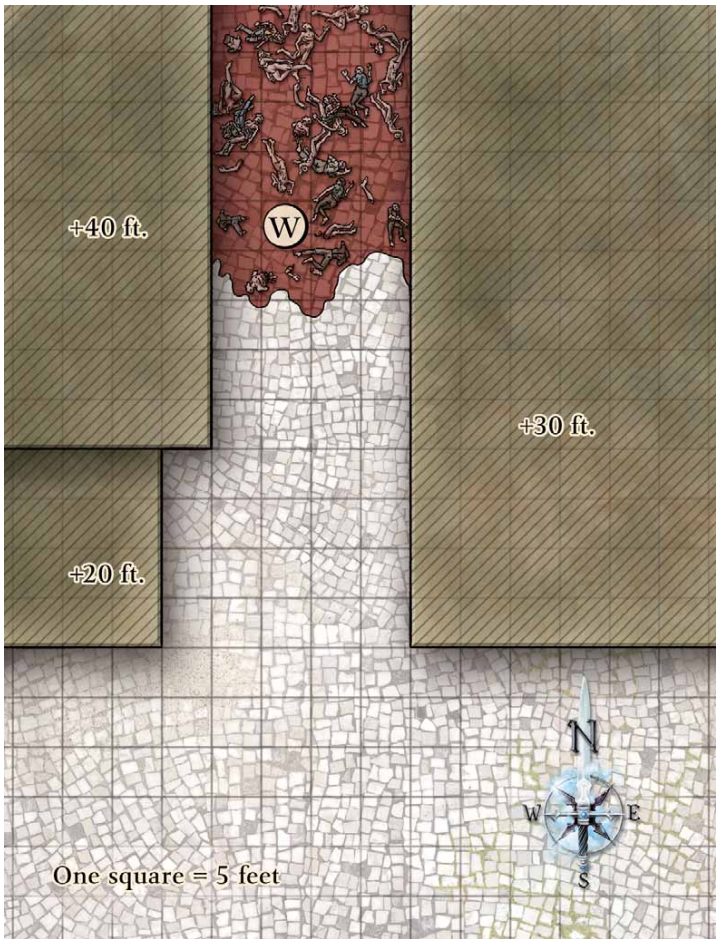
Alignment Chaotic evil **Languages** Common, Deep Speech
Skills Athletics +17

Str 22 (+12)	**Dex** 19 (+10)	**Wis** 6 (+4)
Con 15 (+8)	**Int** 8 (+5)	**Cha** 17 (+9)

Features of the Area

Buildings: Building walls flank the alley (Athletics DC 25 to climb), and the main street also provides access to each building. Once a character enters the building, he or she can come to a window overlooking the alley at the start of his or her next turn.

Remains: Scattered in the back of the alley are the body parts of the Wellspring horror's victims. Squares containing remains are difficult terrain.



Body Thieves

Encounter Level 12 (3,500 XP)

Setup

1 dark mastermind (M)
3 dark abductors (D)

The encounter begin in one of two ways, depending on whether the PCs were successful in the Crime Scenes Investigation skill challenge (page 84). Success means the characters surprise the dark ones, while failure means the heroes themselves are surprised.

Victory

Having just discovered the *umbral eye*, the PCs are examining it when the dark ones arrive on the scene, unaware they have company. The characters are all in or near the room adjacent to the one in which the monsters arrive. Use the Defeat read-aloud text to help describe the dark ones.

After the PCs discover the *umbral eye*, read:

As you examine the silvery sphere, you hear movement and harsh whispers from the nearby chamber.

Perception DC 22: *Two soft whooshing sounds preceded the movement. One whisperer says, "We lost the umbral eye here. Find it quickly, fools."*

Arcana DC 21 (trained only; the PC must know about the whooshing sound)**:** *The sound is familiar. It's a portal opening between spaces or planes.*

As the dark mastermind attacks, read:

A disembodied voice cries, "Take some of them alive! Shathrax needs more fodder for the stone." The creature then disappears.

Point out where the sounds are coming from, according to the monster tags on the encounter map. The PCs have a surprise round to act.

Defeat

The dark ones already have the *umbral eye*. After hearing the PCs enter and start moving around the crime scene, they wait a moment for doors to open, and then attack with surprise. To establish a sense of each character's position, allow the players to describe PC actions for a moment before the dark ones attack. PC miniatures should be placed on the bottom half of the map.

As the attack begins, read:

Small, sinister humanoids in dark cloaks rush from a rear chamber, their dark blades glistening.

The dark mastermind still mentions Shathrax.

Tactics

Since they can rely on *dark step*, the dark ones divide and move to better flank the PCs. They use Athletics and Acrobatics (Dexterity) checks to avoid the hindrances of the furniture—have them jump, flip, and tumble through the area and allow the PCs to do the same. Targeting the toughest-looking PC, the mastermind instead uses *invisibility*, resorting to *dark step* if the PCs thwart the *invisibility*.

Unless they have reason to kill, such as some foreknowledge that the PC might be healed and put back in the fight, the dark ones prefer to knock PCs unconscious when reducing them to 0 or fewer hit points. They try to identify leaders and healers, and take such PCs out first.

If the fight goes badly, the dark mastermind might attempt to use the *blackgate rune* (see page 72) it carries. Before it does so, it warns its comrades, who can ready actions to move through the portal when it opens. The dark master retrieves the rune as a minor action, opens the portal as a standard action, moves through as a move action (provoking opportunity attacks), and then closes the portal as a free action. Any dark ones left behind are on their own.

Dark Mastermind (M)	**Level 12 Elite Lurker**
Small shadow humanoid, dark one	XP 1,400
Initiative +17	**Senses** Perception +9; darkvision
HP 192; **Bloodied** 96; see also *killing dark*	
AC 26 (see also *dark step*); **Fortitude** 25, **Reflex** 27, **Will** 26	
Saving Throws +2	
Speed 6	
Action Points 1	
(+) **Scimitar** (standard; at-will) ✦ **Weapon**	
+17 vs AC; 2d8 + 2 damage (crit 2d8 + 18), and the dark mastermind makes a secondary attack against the same target. *Secondary Attack:* +13 vs Fortitude; ongoing 5 poison damage and the target is slowed (save at -2 ends both). *First Failed Saving Throw:* The target is immobilized instead of slowed (save at -2 ends). *Second Failed Saving Throw:* The target is stunned instead of immobilized (save at -2 ends).	
ǂ **Double Attack** (standard; at-will)	
The dark mastermind makes two scimitar attacks.	
✧ **Killing Dark** (when reduced to 0 hit points)	
Close burst 1; targets enemies; target is blinded (save ends).	
Combat Advantage	
The dark mastermind deals an extra 2d6 damage to any target it has combat advantage against.	
Dark Step (move; at-will)	
The dark mastermind moves up to 4 squares, gains a +4 bonus to AC against opportunity attacks, and gains combat advantage against any target that it ends its move adjacent to.	
Invisibility (minor; at-will) ✦ **Illusion**	
The dark mastermind becomes invisible until the end of its next turn.	
Alignment Evil	**Languages** Common
Skills Athletics, +12, Stealth +17, Thievery +17	
Str 13 (+7)	**Dex** 22 (+12) **Wis** 15 (+8)
Con 18 (+10)	**Int** 15 (+8) **Cha** 20 (+11)
Equipment black garments, scimitar, *blackgate rune* (page 72)	

3 Dark Abductors (D)		Level 12 Skirmisher
Small shadow humanoid, dark one		XP 700 each
Initiative +13	**Senses** Perception +9; darkvision	
HP 120; **Bloodied** 60; see also *killing dark*		
AC 27 (see also *dark step*); **Fortitude** 23, **Reflex** 25, **Will** 24		
Speed 6		
⊕ **Short Sword** (standard; at-will) ✦ **Poison, Weapon**		
+17 vs AC; 1d6 + 6 damage, and the dark abductor makes a secondary attack against the same target. *Secondary Attack:* +13 vs Fortitude; ongoing 5 poison damage and the target is slowed (save at -2 ends both). *First Failed Saving Throw:* The target is immobilized instead of slowed (save at -2 ends). *Second Failed Saving Throw:* The target is stunned instead of immobilized (save at -2 ends).		
✧ **Killing Dark** (when reduced to 0 hit points)		
Close burst 1; targets enemies; target is blinded (save ends).		
Combat Advantage		
The dark abductor deals an extra 2d6 damage to a target it has combat advantage against.		
Dark Step (move; at-will)		
The dark abductor moves up to 4 squares, gains a +4 bonus to AC against opportunity attacks, and gains combat advantage against any target that it ends its move adjacent to.		
Alignment Evil	**Languages** Common	
Skills Athletics +12, Stealth +16, Thievery +16		
Str 13 (+7)	**Dex** 20 (+11)	**Wis** 18 (+10)
Con 16 (+9)	**Int** 15 (+8)	**Cha** 15 (+8)
Equipment black garments, short sword		

Conclusion

Dark ones that escape warn Shathrax, who then targets the PCs for capture or death. The mind flayer's servants might be more alert if they know the PCs captured a dark one.

If the PCs do detain a dark one, or use Speak with Dead on a dark one corpse, they can learn valuable information. The dark ones know Shathrax's role in the abductions, where prisoners are kept, how the mind flayer is using the stone, what the stone looks like, and what the stone does to prisoners—see area 13 of Shathrax's lair. The characters can also learn how to find Shathrax's lair through the sewers. Since the dark ones know about the secret door in Estered's statue, the dark ones might reveal its location, as well. A living dark one identifies itself as mere hired help, and it bargains for its life, promising never to harass the PCs again. It keeps its word, unless you have future plans for its vengeance.

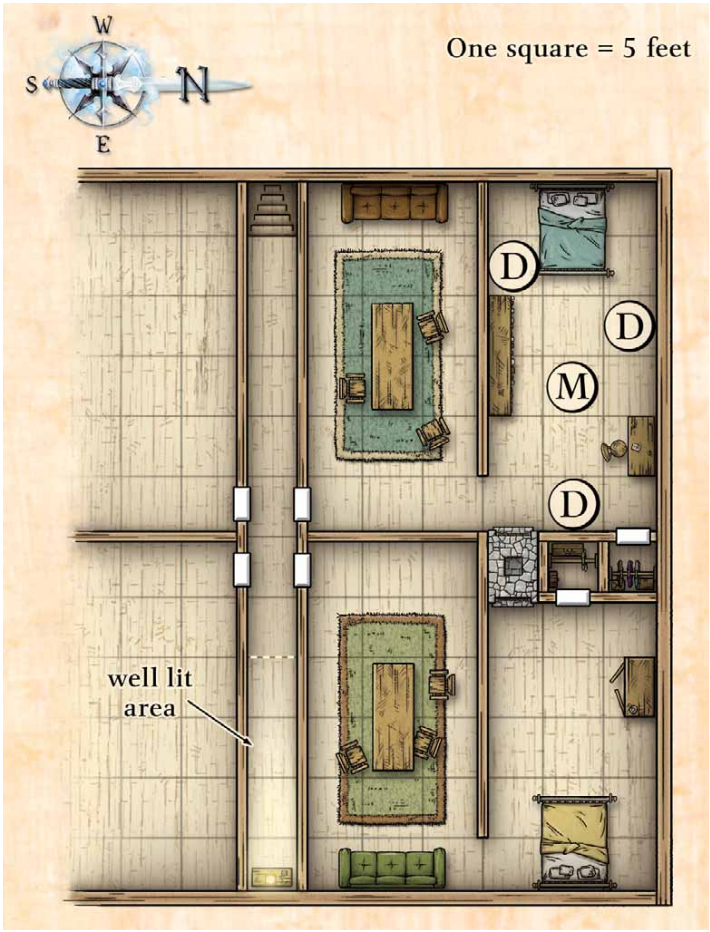
If the PCs are all knocked out, the dark ones take them to area 13 in Shathrax's lair. Characters who escape from there can recover their gear in the same chamber, heaped in a cell. To add a horror twist to the scenario, you can have Shathrax expose one or more PCs to the *Tear of Ioun*—see *Tear* Transformation, page 79.

Features of the Area

Illumination: The area is dimly lit, except for the noted brightly lit area.

Furniture: Squares that contain furniture other than chairs are difficult terrain. The dark ones use skills to avoid the effect of this terrain, and the PCs can follow suit.

Treasure: Two parcels—the *umbral eye*, a level 12 magic item, and possibly a *blackgate rune* (level 12 consumable, 520 gp; see page 72). Don't count the *blackgate rune* if the mastermind uses it.



Dark Waters

Encounter Level 11 (2,800 XP)

Setup

2 sinkhole chuuls (S)
Psychic sinkhole trap (T)

Both chuuls lurk just under the water, so don't place them until the PCs spot them or until the chuuls attack. Have the players place miniatures in the area shown on the map.

When PCs enter this area, read:

The stench intensifies in this stretch of tunnel, and dread rises in your mind as if a hidden threat waits just ahead of you.

Insight DC 21: *In this area, the water seems dangerous, like a creature ready to strike.*

Perception DC 22: *Something dark lurks just below the water here—long and shaped like an oversized lobster.*

When a chuul attacks, read:

This wretched creature looks like a gigantic lobster armored with black plates of exoskeleton. A nest of pink tentacles writhes where its face should be, and it has serrated pincers.

Tactics

The chuuls delay to see if the psychic sinkholes catch one or more PC. Since the victims of the traps are just under the water's surface, the chuuls prefer such victims as targets. A chuul might even grab a target and drop it into a psychic sinkhole.

Features of the Area

Water: The water is 3 feet deep, and it counts as difficult terrain. See also Floors in the Common Features of Shathrax's Lair (page 77).

2 Sinkhole Chuuls (S) **Level 12 Soldier**
Medium aberrant magical beast (aquatic) XP 700

Initiative +12 **Senses** Perception +11; darkvision
HP 127; **Bloodied** 63
AC 28; **Fortitude** 25, **Reflex** 23, **Will** 24
Speed 6, swim 6

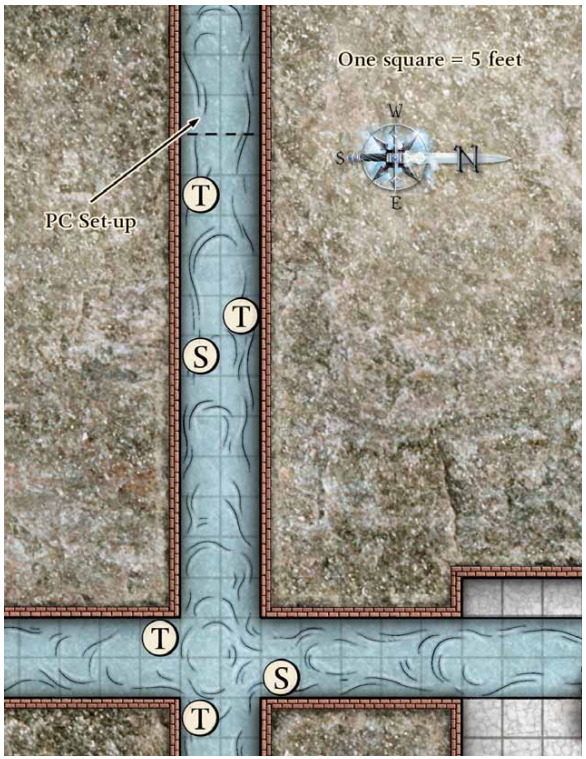
⊕ **Claw** (standard; at-will)
+19 vs AC; 1d6 + 6 damage, or 3d6 + 6 damage against an immobilized or restrained creature.

⸸ **Double Attack** (standard; at-will) ✦ **Poison**
The chuul makes two claw attacks. If both claw attacks hit a single target, the chuul makes a secondary attack against the same target with its tentacles. *Secondary Attack:* +14 vs Fortitude; the target is immobilized (save ends).

Tentacle Net
A creature hit by a chuul's opportunity attack is immobilized until the end of the chuul's next turn.

Trap Immunity
A sinkhole chuul is immune to the effect of a psychic sinkhole trap.

Alignment Unaligned **Languages** Deep Speech
Str 22 (+12) **Dex** 18 (+10) **Wis** 20 (+11)
Con 19 (+10) **Int** 4 (+3) **Cha** 14 (+8)



Psychic Sinkhole (T) **Level 12 Elite Lurker**
Trap XP 1,400

Murky water hides psychic snares that can drown prey. The victim is disoriented and thinks it has been sucked deep underwater, even though the sinkhole is largely illusory.

Sinkhole chuuls build these terrifying traps to catch unwary prey even in shallow water.

Trap: Four water-filled squares hide the snares.

Insight
✦ DC 18: An adjacent character notices a rippling disturbance in the water that indicates danger. The check can be made from farther away at DC 21.

Trigger
Each square of the trap attacks when a Medium or smaller creature enters one of the trap's squares.

Attack
Immediate Reaction **Melee, Illusion**
Target: Any creature in a trapped square.
Attack: +16 vs Will
Hit: 1d10 + 5 psychic damage, and the target is sucked under the water, and dazed and restrained (save ends both). When a restrained target ends its turn in a psychic pit square, that target takes 1d10 + 5 psychic damage and must succeed on a DC 20 Endurance check or lose 1 healing surge. If the target has no healing surges, it takes damage equal to its level. This continues until the target dies or is rescued.

Countermeasures
✦ **Athletics (DC 18; standard action):** A character adjacent to a sinkhole victim can pull that creature up and out of the trap. Doing so ends the trap's effect as if the victim had escaped on its own, but allows the trap to attack the rescuer at a -2 penalty to the attack roll.
✦ **Athletics (DC 21; move action):** The target ends the trap's effect and can exit the trap into any adjacent square.

Shadow Hall

Encounter Level 13 (4,100 XP)

Setup

Saimos (S)
3 dark abductors (D)

If the PCs did battle in area 4, or if they fail to approach stealthily and without light (Stealth DC 21), the creatures here are prepared for a fight. Saimos and his dark ones investigate if the characters take more than 15 or 20 minutes to come through the secret door from area 4 after alerting the creatures here. Alerted creatures are positioned where indicated on the tactical map, or within 1 square of that location to be better hidden from approaching enemies (your discretion). Don't place them until they attack or are spotted. Otherwise, place them near the staircase on the north side of the chamber, where they're playing a dice game. The descriptions here assume they remain hidden.

When the characters enter this room, read:

Running along either side of this large room is a series of arches formed from sculpted stone statues supporting the ceiling. Each statue depicts a male or female of varying race, hands gracefully uplifted. At the foot of several statues burns a black candle. Behind each line of statues stretches a narrow gallery cloaked in shadows.

Perception DC 26: *A small figure cloaked in black lurks near one of the statues. It watches you with glittering eyes.* (The PC spots the closest dark abductor. Perception DC 27 spots the second closest, and DC 28 spots the third closest.)

Perception DC 32: *A willowy figure cloaked in black skulks behind a statue here.*

Any creature not spotted by the PCs receives a surprise round.

Saimos (S) **Level 14 Elite Skirmisher**
Medium shadow humanoid, shadar-kai XP 2,000

Initiative +15 **Senses** Perception +13; low-light vision
HP 270; **Bloodied** 135
AC 30 (32 against opportunity attacks); **Fortitude** 27, **Reflex** 29, **Will** 28
Saving Throws +2
Speed 6
Action Points 1

Rapier (standard; at-will) ✦ **Weapon**
+19 vs AC; 1d8 + 8 damage.

or **Dagger** (standard; at-will) ✦ **Weapon**
+19 vs AC; 1d4 + 8 damage.

Flashing Blades (standard; at-will) ✦ **Weapon**
Saimos makes a rapier attack and a dagger attack, or two dagger attacks.

Disfiguring Strike (standard; requires combat advantage; encounter) ✦ **Fear, Weapon**
+17 vs Fortitude; 2d8 + 8 damage, the target takes ongoing 5 damage, is dazed (save ends), and slides 3 squares. Allies of the target within 3 squares take a -2 penalty to attack rolls against Saimos (save ends).

Combat Advantage
If Saimos hits a target he has combat advantage against, that target is weakened (save ends) or takes an extra 2d6 damage (Saimos' choice).

Dark Jaunt (move; recharge ⚅) ✦ **Teleportation, Zone**
Saimos teleports 4 squares and becomes insubstantial until the start of his next turn. A zone of darkness (burst 1) appears within 1 square of his starting square, blocking line of sight until the end of his next turn. If he ends his teleportation within 2 squares of a creature, he has combat advantage against that creature until the end of his next turn.

Alignment Evil **Languages** Common
Skills Acrobatics +20, Athletics +16, Bluff +16, Stealth +20
Str 18 (+11) **Dex** 23 (+13) **Wis** 12 (+8)
Con 15 (+9) **Int** 15 (+9) **Cha** 19 (+11)
Equipment black cloak, leather armor, rapier, dagger

3 Dark Abductors (D) **Level 12 Skirmisher**
Small shadow humanoid, dark one XP 700 each

Initiative +13 **Senses** Perception +9; darkvision
HP 120; **Bloodied** 60; see also *killing dark*
AC 27 (see also *dark step*); **Fortitude** 23, **Reflex** 25, **Will** 24
Speed 6

Short Sword (standard; at-will) ✦ **Poison, Weapon**
+17 vs AC; 1d6 + 6 damage, and the dark abductor makes a secondary attack against the same target. *Secondary Attack:* +13 vs Fortitude; ongoing 5 poison damage and the target is slowed (save at -2 ends both). *First Failed Saving Throw:* The target is immobilized instead of slowed (save at -2 ends). *Second Failed Saving Throw:* The target is stunned instead of immobilized (save at -2 ends).

Killing Dark (when reduced to 0 hit points)
Close burst 1; targets enemies; target is blinded (save ends).

Combat Advantage
The dark abductor deals an extra 2d6 damage to a target it has combat advantage against.

Dark Step (move; at-will)
The dark abductor moves up to 4 squares, gains a +4 bonus to AC against opportunity attacks, and gains combat advantage against any target that it ends its move adjacent to.

Alignment Evil **Languages** Common
Skills Stealth +16, Thievery +16
Str 13 (+7) **Dex** 20 (+11) **Wis** 18 (+10)
Con 16 (+9) **Int** 15 (+8) **Cha** 15 (+8)
Equipment black garments, short sword

Tactics

The dark abductors dash into melee with *dark step*, and they try to take the PCs out quickly with combat advantage. They also aid one another with flanks when they don't want to move using *dark step*.

Saimos operates much the same way, using *dark jaunt* and his ability to avoid opportunity attacks. He prefers to make flashing blades attacks, unleashing *disfiguring strike* to escape a defender who is pressing him while *dark jaunt* is unavailable. If he hasn't used *disfiguring strike* by late in the fight, he picks someone who has angered him or a beautiful PC as the target for the attack.

Knocking the PCs unconscious has value to these creatures (see Conclusion), so they do so instead of killing PCs that are reduced to 0 hit points or fewer.

Mercenary in nature, these creatures' loyalty to Shathrax is not so deep that they're willing to fight to the death. When bloodied or otherwise seriously threatened with defeat, Saimos orders the dark ones to converge on the room's center. He then uses a *blackgate rune* (see Treasure in Features of the Area) to escape to the Shadowfell saying, *"Good luck with the mind flayer. You'll need it."*

If the PCs thwart the escape attempt, Saimos focuses the rest of his energy on slaying those most responsible. In this case, he doesn't bother to knock PCs unconscious, instead attempting to kill them outright (using coup de grace, if necessary).

Development

If the PCs have the *umbral eye*, and Saimos knows it, he might be willing to negotiate for the item. Perhaps, if you wish, he can sense the item in the PCs' possession after a round or two of combat. He's willing to leave the PCs in peace and tell them where the mind flayer is if they turn over the *umbral eye*. If the characters do so, Saimos keeps his word, and describes area 14 for them. They receive XP for this encounter, despite being a little poorer.

Conclusion

If they defeat the PCs, the Shadowfell folk lock them up in area 13. Characters who escape from there can recover their gear in the same chamber, heaped in a cell.

Features of the Area

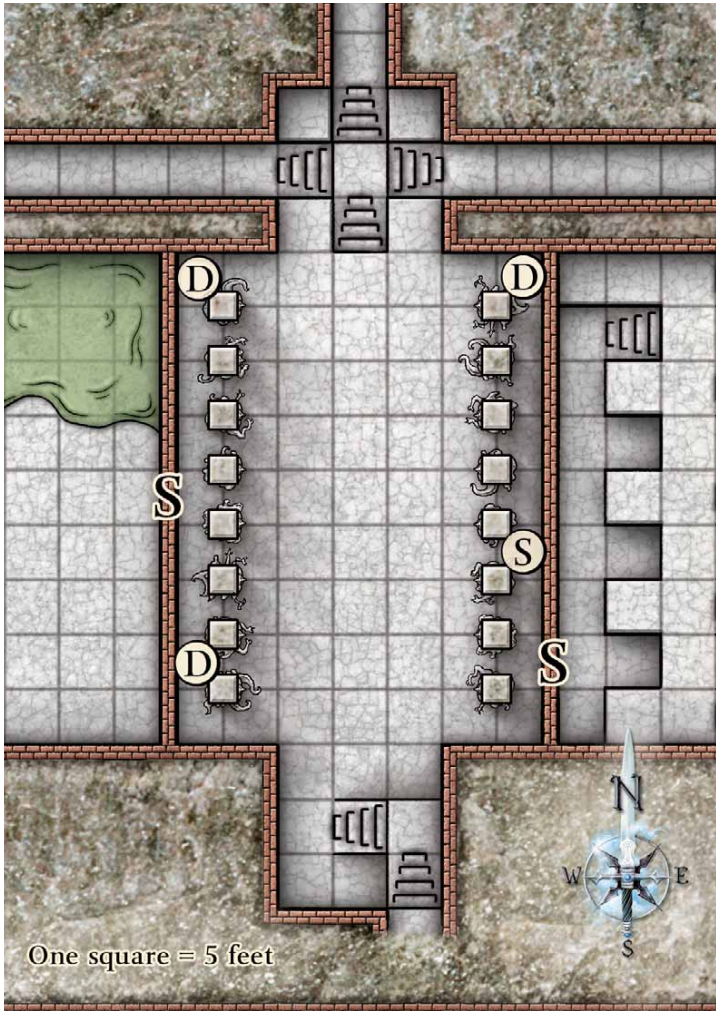
Illumination: The candles provide dim light in the room.

Stairs: The staircase is steep enough to be difficult terrain.

Statues: The statues are aged and worn (Athletics DC 15 to climb). They act as blocking terrain for determining cover.

Secret Doors: Two secret doors lead out of this room. On each door is a tiny face with a yawning mouth (Perception DC 21 to see that this is a switch). Placing a finger inside the mouth triggers the switch and opens the door.

Treasure: Two parcels are here among the gear of the Shadowfell folk. It should include a couple *blackgate runes* (see page 72). The creatures also have mundane gear and food.



Foulspawn Barracks

Encounter Level 12 (3,500 XP)

Setup

1 chuul militant (C)
2 foulspawn skintakers (F)
1 foulspawn mangler thrall (M)
1 foulspawn hulk thrall (H)

A chuul militant hides under the water where indicated on the tactical map. Place the chuul on the map only when the PCs spot it.

When the PCs enter, read:

Glowing, squirming flora clings to the walls of this area, thickly to the northeast. Collections of loose debris that look like rats' nests litter the floor. A huge, unmoving waterwheel draped in wispy strands of the glowing matter stands near a waterway. Crouching about the floor are four weird humanoids.

Their fibrous, hairless skin spasms as they look at you, eyes ablaze and fangs bared. Two are pale and emaciated with huge milky eyes. Another has arms that split at the elbows into two usable limbs. Looking like an ogre with exposed muscle for skin, a fourth hulking foulspawn lurks in the corner.

Perception DC 22: *Something large lurks in the murky water beyond the ancient water wheel.*

When the PCs see the chuul militant, read:

A creature covered in black and gray chitin plates emerges from the water. It has two massive pincers and a tangle of writhing tentacles hanging beneath its monstrous head.

Chuul Militant (C) **Level 12 Soldier**
Large aberrant magical beast (aquatic) XP 700

Initiative +12 **Senses** Perception +11; darkvision
HP 124; **Bloodied** 62
AC 28; **Fortitude** 26, **Reflex** 23, **Will** 24
Speed 6, swim 6

⊕ **Claw** (standard; at-will)
Reach 2; +19 vs AC; 1d8 + 7 damage, or 3d8 + 7 damage against immobilized creatures.

⊕ **Double Attack** (standard; at-will) ✦ **Poison**
The chuul militant makes two claw attacks. If both claw attacks hit a single target, the chuul makes a secondary attack against the same target with its tentacles.
Secondary Attack: +17 vs Fortitude; the target is immobilized (save ends).

Tentacle Net
A creature hit by a chuul militant's opportunity attack is immobilized until the end of the chuul's next turn.

Alignment Evil **Languages** Deep Speech
Str 24 (+13) **Dex** 18 (+10) **Wis** 20 (+11)
Con 20 (+13) **Int** 6 (+5) **Cha** 15 (+8)

Tactics

The foulspawn manglers and hulk engage the PCs quickly and simply. Manglers work for combat advantage. The hulk prefers to attack from reach.

When they attack, the foulspawn skintakers pick targets from which to *steal skin*. Each skintaker aims to stay close or adjacent to the target of *steal skin* so the creature can use its other powers against that PC. Each focuses *disruptive touch* on its PC double, hoping to kill that character and then steal another skin.

Lurching from the water, the chuul presses its attack until it immobilizes a PC, at which point it drags the character into the water to drown. After doing so, it returns to the battle and continues this tactic until defeated.

Foulspawn Mangler Thrall (M) **Level 12 Skirmisher**
Medium aberrant humanoid XP 700

Initiative +13 **Senses** Perception +9; low-light vision
HP 119; **Bloodied** 59; see also *dagger dance*
AC 26 (28 while bloodied); **Fortitude** 23, **Reflex** 25 (27 while bloodied), **Will** 24; see also *thrall's escape*
Speed 7 (9 while bloodied)

⊕ **Bone Dagger** (standard; at-will) ✦ **Weapon**
+17 vs AC; 1d4 + 5 damage.

⊕ **Dagger Dance** (standard; recharges when first bloodied) ✦ **Weapon**
The foulspawn render makes four bone dagger attacks and shifts 1 square after each attack.

↛ **Bone Daggers** (standard; at-will) ✦ **Weapon**
The foulspawn render makes two bone dagger attacks. Ranged 5/10; +17 vs AC; 1d4 + 5 damage per hit.

Combat Advantage
The foulspawn mangler deals an extra 3d6 damage to any target it has combat advantage against.

Thrall's Escape
The foulspawn mangler thrall gains a +5 racial bonus to AC against opportunity attacks provoked by movement. If the opportunity attack misses, the mangler can move 1 extra square during the movement that provoked.

Illithid Thrall
The foulspawn mangler thrall is considered a mind flayer's thrall.

Alignment Evil **Languages** Deep Speech, telepathy 10
Skills Athletics +14, Stealth +16
Str 16 (+9) **Dex** 21 (+11) **Wis** 6 (+4)
Con 15 (+8) **Int** 11 (+5) **Cha** 18 (+10)
Equipment 8 daggers

2 Foulspawn Skintakers (F)	Level 12 Lurker
Medium aberrant humanoid (shapechanger)	XP 700 each

Initiative +14 **Senses** Perception +6; darkvision
HP 95; **Bloodied** 47
AC 26; **Fortitude** 23 (25 while bloodied), **Reflex** 24, **Will** 26
Speed 6

⊕ **Disruptive Touch** (standard; at-will)
+19 vs AC: 1d10 + 6 damage, and the target cannot spend healing surges (save ends).

⸸ **Steal Skin** (standard; recharges when the foulspawn skintaker has no one under the effect of this power)
+17 vs Fortitude; 3d6 + 5 damage. The foulspawn skintaker assumes the appearance of the target until the end of the encounter. Whenever the target uses a healing surge, the foulspawn skintaker regains half the hit points and the target regains the other half.

Identity Crisis (immediate interrupt; usable while bloodied when subject to a melee or ranged attack and adjacent to a target on which the foulspawn skintaker has used *steal skin;* encounter)
The target of *steal skin* becomes the attack's target instead of the foulspawn skintaker.

Twin Sympathy (free; usable when attacked while within 5 squares of the target whose appearance it has assumed using *steal skin;* recharge ⚁ ⚂ ⚃)
The target of *steal skin* takes half the attack's damage and the foulspawn skintaker takes the other half.

Alignment Evil **Languages** Deep Speech, telepathy 10
Str 12 (+7) **Dex** 19 (+10) **Wis** 4 (+3)
Con 17 (+9) **Int** 9 (+5) **Cha** 22 (+12)

Foulspawn Hulk Thrall (H)	Level 12 Brute
Large aberrant humanoid	XP 700

Initiative +8 **Senses** Perception +9; low-light vision
HP 150; **Bloodied** 75
AC 24; **Fortitude** 27 (29 while bloodied), **Reflex** 22, **Will** 22
Immune fear
Speed 8

⊕ **Slam** (standard; at-will)
Reach 2; +15 vs AC (+17 while bloodied); 2d8 + 7 damage, or 3d8 + 9 damage while bloodied.

Illithid Thrall
The foulspawn hulk thrall is considered a mind flayer's thrall.

Alignment Evil **Languages** Deep Speech, telepathy 10
Str 24 (+13) **Dex** 14 (+8) **Wis** 7 (+4)
Con 20 (+11) **Int** 7 (+4) **Cha** 14 (+8)

Features of the Area

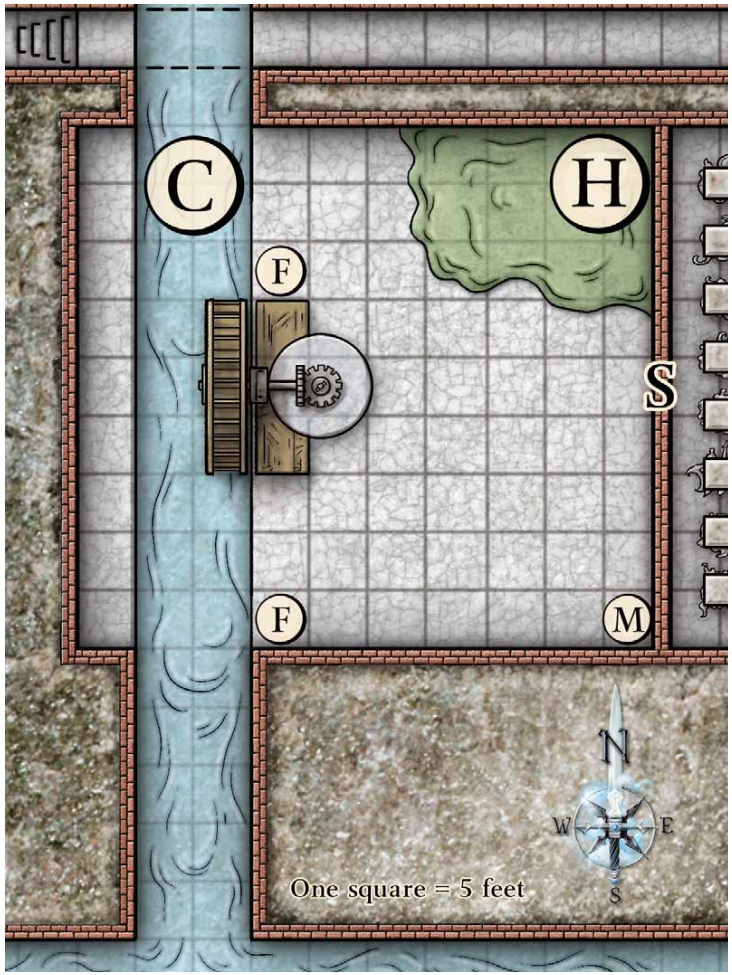
Illumination: The slime in the room provides dim light. A handful of the stuff provides light like a candle for an hour after being removed from this area.

Squirming Slime: Squares marked as containing thick slime count as difficult terrain. A nonaberrant creature that ends its turn in a slime square must succeed on a DC 16 Athletics check to be able to move on its next attempted move action.

Water: This sluggish flow moves from north to south. It is 5 feet deep, and swimming in it requires a DC 10 Athletics check. See also Floors in the Common Features of Shathrax's Lair (page 77).

Waterwheel: The waterwheel is rusted in place (Athletics DC 15 to climb), and its top is within inches of the ceiling. A DC 16 Athletics check (standard action) can break the rust and set the wheel to moving again, rotating north to south. A creature that starts or ends its turn on the rotating wheel is subject to attack.

Waterwheel
+15 vs Reflex; 1d10 + 5 damage, and the target is grabbed.
Miss: The target is pushed 2 squares.



Saint's Shrine

Encounter Level 13 (4,600 XP)

Setup

1 foulspawn mystic (F)
2 foulspawn berserker thralls (B)
2 foulspawn mangler thralls (M)

Any combat in room 3 alerts the foulspawn here. They attack any strangers who enter, but they don't leave to investigate.

When the PCs enter, read:

This room has two tiers above the floor, each standing 10 feet above the one below it. Stone steps climb to each level. Arranged across the top tier, on white stone pedestals, are four defaced statues depicting humanoids, their hands cupped in front of them holding balls of green fire. Their hooded heads look down toward the room's entrance.

Lurking in the gloom are five creatures. One is a tall, thin, gray-skinned humanoid dressed in stained black silk clothing and a wide belt with a silver buckle. Where exposed, its drooping flesh seems to ripple. Others are also humanoids, trembling with pent-up energy. Their skin is composed of fibrous tendrils, and their heads are little more than two red eyes and a fanged mouth. The larger two are extremely muscular, and each one bears a fine-looking greatsword. On the smaller two, arms split off into two forearms, allowing it to grip four sharp bones.

The thin one widens its eyes as it sees you, and raises its bone staff, wordlessly urging the others into battle.

Perception DC 16: *The statues look like they have been recently and roughly carved to add monstrous features. The flame in each one's hand surrounds a tiny symbol.*

Religion DC 10: *The symbol is that of Ioun.*

Croetus!

The players might recognize the dress of the foulspawn mystic. It is, in fact, one of Shathrax's successes, shaped from the mage Croetus. During the battle it pulls at its upper lip, as if twirling an invisible mustache, and it leers at attractive females. These disturbing quirks are all that is left of the mage of Wellspring, who is now beyond salvation.

2 Foulspawn Berserker Thralls (B) Level 11 Soldier
Medium aberrant humanoid XP 600 each

Initiative +10 **Senses** Perception +1; low-light vision
Berserker Aura aura 1; when a creature in the aura makes a melee attack, it targets a random creature within its reach.
HP 120; **Bloodied** 60
AC 27; **Fortitude** 27 (29 while bloodied), **Reflex** 23, **Will** 23
Immune fear
Speed 7

⨁ **Greatsword** (standard; at-will) ✦ **Weapon**
+17 vs AC (+19 while bloodied); 1d10 + 7 damage, or 1d10 + 9 damage while bloodied.

Berserker Charge (standard; at-will)
The foulspawn berserker thrall charges and deals an extra 10 damage if its melee basic attack hits.

Mental Feedback ✦ **Psychic**
If the foulspawn berserker thrall is attacked by a charm effect, the foulspawn berserker and its attacker take 10 psychic damage.

Illithid Thrall
The foulspawn berserker thrall is considered a mind flayer's thrall.

Alignment Chaotic evil **Languages** Deep Speech, telepathy 10

Str 20 (+10)	**Dex** 16 (+8)	**Wis** 2 (+1)
Con 24 (+12)	**Int** 6 (+3)	**Cha** 16 (+8)

Equipment greatsword

Foulspawn Mystic (F) Level 14 Elite Artillery (Leader)
Medium aberrant humanoid XP 2,000

Initiative +12 **Senses** Perception +12; low-light vision
Foul Insight aura 10; each ally in the aura can reroll one attack roll, check, or saving throw on its turn.
HP 218; **Bloodied** 109
AC 30; **Fortitude** 26, **Reflex** 30, **Will** 28
Saving Throws +2
Speed 6, teleport 3
Action Points 1

⨁ **Twisted Staff** (standard; at-will) ✦ **Weapon**
+17 vs AC; 1d8 + 4 damage, and the target is dazed until the end of the foulspawn mystic's next turn, pushed 4 squares, and knocked prone.

Forking Warp (standard; at-will)
Ranged 10; Targets two different creatures; +19 vs Reflex; 1d10 + 6 damage, and the target is dazed (save ends).

Hole in the Sky (standard; recharges when the foulspawn mystic uses *bend space*) ✦ **Teleportation**
Area burst 1 within 10; +18 vs Will; targets hit by the attack vanish into an extradimensional space that measures 10-squares-by-10-squares (save ends). When a creature saves, it returns in a safe, unoccupied space of the foulspawn mystic's choosing. *Aftereffect:* The creature is dazed (save ends). Aberrant creatures gain +2 to saving throws against this power.

Bend Space (immediate interrupt, when the foulspawn mystic would be hit by an attack; recharge ⚅ ⚅ ⚅) ✦ **Teleportation**
The foulspawn mystic teleports 4 squares.

Alignment Evil **Languages** Deep Speech, telepathy 10
Skills Arcana +20, Intimidate +18

Str 11 (+7)	**Dex** 20 (+12)	**Wis** 10 (+7)
Con 19 (+11)	**Int** 26 (+15)	**Cha** 23 (+13)

Equipment staff

2 Foulspawn Mangler Thralls (M)	Level 12 Skirmisher
Medium aberrant humanoid	XP 700 each
Initiative +13	**Senses** Perception +9; low-light vision
HP 119; **Bloodied** 59; see also *dagger dance*	
AC 26 (28 while bloodied); **Fortitude** 23, **Reflex** 25 (27 while bloodied), **Will** 24; see also *thrall's escape*	
Speed 7 (9 while bloodied)	
⊕ **Bone Dagger** (standard; at-will) ✦ **Weapon**	
+17 vs AC; 1d4 + 5 damage.	
⸸ **Dagger Dance** (standard; recharges when first bloodied) ✦ **Weapon**	
The foulspawn render makes four bone dagger attacks and shifts 1 square after each attack.	
⚔ **Bone Daggers** (standard; at-will) ✦ **Weapon**	
The foulspawn render makes two bone dagger attacks. Ranged 5/10; +17 vs AC; 1d4 + 5 damage per hit.	
Combat Advantage	
The foulspawn mangler deals an extra 3d6 damage to any target it has combat advantage against.	
Thrall's Escape	
The foulspawn mangler thrall gains a +5 racial bonus to AC against opportunity attacks provoked by movement. If the opportunity attack misses, the mangler can move 1 extra square during the movement that provoked.	
Illithid Thrall	
The foulspawn mangler thrall is considered a mind flayer's thrall.	
Alignment Evil	**Languages** Deep Speech, telepathy 10
Skills Athletics +14, Stealth +16	
Str 16 (+9)	**Dex** 21 (+11) **Wis** 6 (+4)
Con 15 (+8)	**Int** 11 (+5) **Cha** 18 (+10)
Equipment 8 daggers	

Tactics

The berserkers charge into melee with *berserker charge*, while the manglers maneuver to flank the PCs. All these creatures jump down from tiers to do so if need be. The manglers open with *dagger dance*, trying to take one or more enemies down quickly.

From the rear, the foulspawn mystic directs the fight, starting with *hole in the sky*. It doesn't concern itself with catching its allies in the effect. After ridding itself of a few foes, it focuses *forking warp* on those remaining. It resorts to its *twisted staff* only if it must, instead favoring *bend space* to escape melee attackers (and recharge *hole in the sky*).

Features of the Area

Illumination: Each statue holds in its hands a ball of shimmering flame, filling the room with bright light.

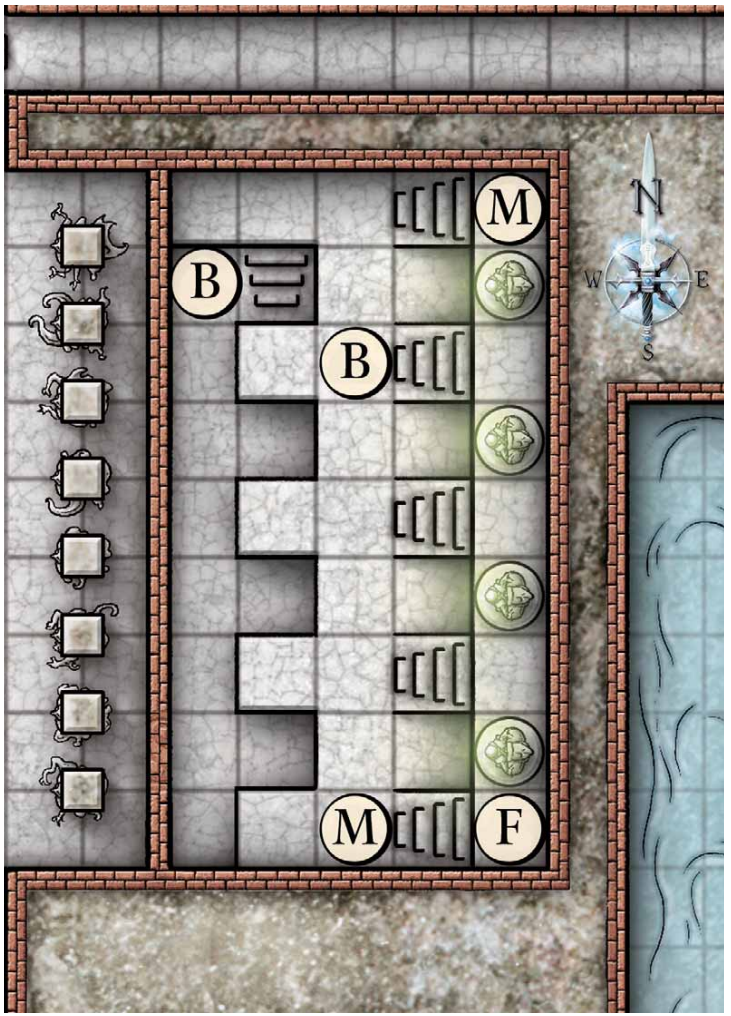
Ceiling: The ceiling rises 30 feet overhead.

Stairs: Each set of stairs climbs 10 feet and counts as difficult terrain.

Statues: Meant to depict Medium humanoids, each of these defaced statues is slightly larger than life, standing on the upper tier and ending about 2 feet short of the ceiling. The statues act as blocking terrain for determining cover. Climbing a statue requires a DC 15 Athletics check.

Northernmost Statue: A compartment (Perception DC 22 to find) contains fragments of the original scrolls of Tireon, which Estered hid here. A Make Whole ritual reassembles the fragments into something legible, but enough pieces are missing to give only a vague sense of their contents. Written in Elven, in Rellanic script, the scrolls describe a place known as the Far Realm, a region outside the known planar cosmology. A character spending at least six hours deciphering the scroll learns the Far Realm is the supposed birthplace of most aberrant creatures.

Tiers: Each tier rises 10 feet.



Horrid Grotto

Encounter Level 11 (3,400 XP)

Setup

1 dark harvester (D)
2 crazed carrion crawlers (C)

The two carrion crawlers rest on the ceiling, awaiting prey. They work with the dark harvester only because they're conditioned to do so. In the back of the chamber, the dark harvester brews carrion crawler brain juice poison. Don't reveal the monsters until the PCs spot them.

Unless the PCs sneak into the room without light (Stealth DC 21), the harvester knows they're coming. The carrion crawlers are less aware (Stealth DC 14), but they notice oncoming light. If the PCs are unaware of the monsters, the monsters receive a surprise round.

When the PCs enter this room, read:

The stench here is appalling. The carcasses of large carrion crawlers litter the floor, each head opened for access to the brain. Even over the stench of rot, you smell something burning. Deeper in the chamber, something gives off soft light.

Perception DC 20: *Long, green, wormlike creatures with tentacles maws wait on the rough ceiling. Each has a dark collar and seeping wounds in its head.*

Dark Harvester (D) **Level 11 Lurker**
Small shadow humanoid, dark one XP 600

Initiative +15 **Senses** Perception +15; darkvision
HP 88; **Bloodied** 44; see also *killing dark*
AC 25 (see also *dark step*); **Fortitude** 22, **Reflex** 25, **Will** 24
Speed 6

⨁ **Kukri** (standard; at-will) ✦ **Weapon**
+16 vs AC; 1d6 + 5 damage (reroll a result of 1 on the damage die), and the dark harvester makes a secondary attack against the same target. *Secondary Attack:* +13 vs Fortitude; ongoing 5 poison damage and the target is slowed (save at -2 ends both). *First Failed Saving Throw:* The target is immobilized instead of slowed (save at -2 ends). *Second Failed Saving Throw:* The target is stunned instead of immobilized (save at -2 ends).

Killing Darkness (when reduced to 0 hit points)
Close burst 1; targets enemies; each target is blinded (save ends).

Combat Advantage
The dark harvester deals ongoing 10 damage (save ends) to any target it has combat advantage against.

Dark Step (minor; at-will)
The dark harvester moves up to 3 squares, gains a +4 bonus to AC against opportunity attacks, and gains combat advantage against any target that it ends its movement against to.

Invisibility (minor; recharge ⚄ ⚄ ⚅) ✦ **Illusion**
The dark harvester becomes invisible until the end of its next turn.

Alignment Unaligned **Languages** Common
Skills Dungeoneering +15, Stealth +16
Str 12 (+6) **Dex** 22 (+11) **Wis** 20 (+10)
Con 16 (+8) **Int** 12 (+6) **Cha** 12 (+6)
Equipment black garments, kukri, whistle

2 Crazed Carrion Crawlers (C) **Level 12 Elite Controller**
Large aberrant beast XP 1,400 each

Initiative +10 **Senses** Perception +5; darkvision
HP 238; **Bloodied** 119
AC 28; **Fortitude** 26, **Reflex** 25, **Will** 25
Saving Throws +2
Speed 6, climb 6 (spider climb)
Action Points 1

⨁ **Tentacles** (standard; at-will) ✦ **Poison**
Reach 2; +16 vs Fortitude; 1d4 + 6 damage, and the target takes ongoing 5 poison and is slowed (save at -2 ends both). *First Failed Saving Throw:* The target is immobilized instead of slowed (save at -2 ends). *Second Failed Saving Throw:* The target is stunned instead of immobilized (save at -2 ends).

Snapping Bite (minor 1/round; at-will)
Targets a creature that is immobilized, restrained, stunned, or unconscious; +17 vs AC; 1d10 + 6 damage.

Wounded Fury (immediate reaction; usable when first bloodied; encounter)
The crazed carrion crawler moves up to 6 squares and makes a *tentacles* attack and a *snapping bite* against a creature within reach. It prefers to target the creature that bloodied it.

Threatening Reach
The crazed carrion crawler can make opportunity attacks against all enemies within its reach (2 squares).

Alignment Unaligned **Languages** –
Str 22 (+12) **Dex** 19 (+10) **Wis** 8 (+5)
Con 15 (+8) **Int** 2 (+2) **Cha** 18 (+10)

Tactics

The crazed carrion crawlers make their first attacks from the ceiling, since they can reach the floor from this perch. They come to the floor so they can subsequently bite immobilized foes. Left on their own, these monsters fight erratically and with little concern for personal safety. For instance, one might use *wounded fury* to move to and attack a back-rank PC that bloodied it despite provoking opportunity attacks. They fight until slain.

The dark harvester waits until the crazed carrion crawlers engage, then turns invisible to move where he wants to. In this way, he starts with combat advantage and then keeps it by flanking or using *dark step*. The dark harvester can order the carrion crawlers where he wants them by blowing his whistle as a minor action.

If the fight goes badly, the dark harvester might surrender or flee. In surrender, he can tell the PCs a little about the mercenary deal the dark ones have with Shathrax, as well as the *Tear of Ioun*—which disappeared from under Shathrax's tentacles recently. It prefers not to reveal its own name, which is Dagden. If Dagden flees, he runs for Wellspring's sewers, never to be seen again.

Features of the Area

Illumination: Where the dark harvester is marked on the map is a small flame for the brewing apparatus. The flame gives off 3 squares of dim light. Otherwise the room is dark.

Brewing Apparatus: The square the dark harvester starts in contains a crucible and flame, along with a carrion crawler brain. It is difficult terrain. If a creature violently disturbs the apparatus, that creature is subject to *potent carrion crawler brain juice*.

Carcasses: The carrion crawler carcasses are difficult terrain.

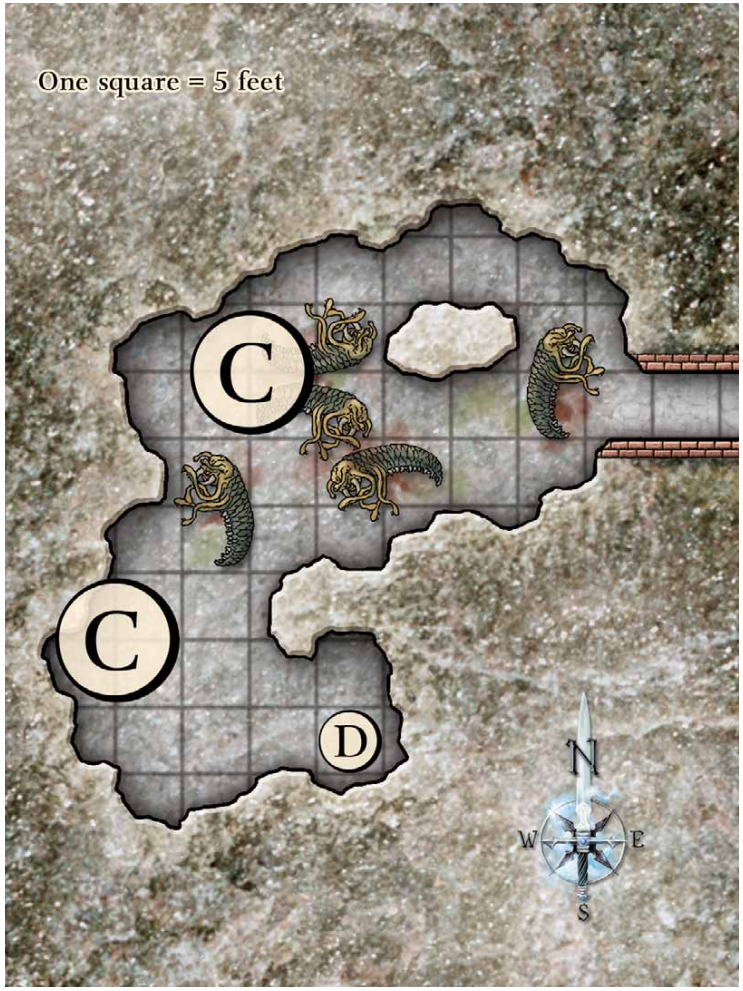
Treasure: This room has one treasure parcel, possibly including one or more doses of *potent carrion crawler brain juice* in the crucible.

Potent Carrion Crawler Brain Juice Level 10 Poison

This venom is a thick green liquid with a vile odor.

Poison 1,250 gp

Attack: +13 vs Fortitude; ongoing 5 poison damage and slowed (save at -2 ends both). *First Failed Saving Throw:* The target is immobilized instead of slowed (save at -2 ends). *Second Failed Saving Throw:* The target is stunned instead of immobilized (save at -2 ends).



Operating Theater

Encounter Level 12 (3,500 XP)

Setup

1 foulspawn chirurgeon (C)
2 chain guardians (G)

Unless the PCs approach quietly (Stealth DC 17), the chirurgeon hears them and hides (Perception DC 27). The chain guardians look like piles of chain before combat begins. Don't reveal any of the monsters until the PCs see them. If the characters enter unaware of the danger, the monsters gain a surprise round.

When the PCs enter, read:

This circular room is an operating theater. An upper walkway surrounds a lower area, which is a filthy floor pierced with drains and littered with bones. Chains with hooks or shackles hang also from the ceiling. You can also see two piles of broken chain. A stone platform rises in the center of the pit, and in its center is a metal table suspended from chains. A cone of white light shines down on the table from a mote in midair. A staircase leads down to the floor.

Perception DC 27: *The piles of coiled chain have subtle points of light in them—like they have eyes.*

When the PCs see the chain guardians, read:

The piles of chains clink a writhe, rising into humanoid forms with dangling chains hanging off here and there.

When the PCs see the chirurgeon, read:

A hunched creature with hairless gray skin that looks like bundled fibers emerges from the shadows. It has four limbs, and its spindly arms divide at the elbow. A wicked fanged grin spreads from ear to pointed ear as it clutches its dark, curved blades.

2 Chain Guardians (G) **Level 12 Elite Controller**
Large natural animate (construct) XP 1,400 each

Initiative +8 **Senses** Perception +9; darkvision
HP 248; **Bloodied** 124
AC 27; **Fortitude** 29, **Reflex** 24, **Will** 25
Immune disease, poison
Saving Throws +2
Speed 6, climb 3
Action Points +1

⊕ **Whipping Chain** (standard; at-will)
Melee 3; +17 vs AC; 1d10 + 6 damage, and the target is grabbed. The chain guardian can grab 2 creatures at a time.

⸸ **Crushing Chain** (standard; at-will)
Targets a creature the chain guardian has grabbed; +18 vs Fortitude; 1d10 + 6 damage, and the target is dazed (save ends).

✧ **Chain Burst** (standard; recharge ⚅ ⚄ ⚃)
Burst 3; +15 vs Reflex; 2d10 + 6 damage, and the target is pulled 2 squares and grabbed. The chain guardian can damage all creatures in the burst, but it can still grab only 2 creatures at a time.

Threatening Reach
This creature can make opportunity attacks against all enemies within its reach (3 squares).

Chain Form
The chain guardian can appear as normal chain, allowing it to make a Stealth check at +4 to hide in plain sight before an encounter begins.

Stable
The chain guardian ignores difficult terrain.

Alignment Unaligned **Languages** –
Skills Stealth +13 (+17 in chain form)
Str 22 (+12) **Dex** 15 (+8) **Wis** 17 (+9)
Con 20 (+11) **Int** 6 (+4) **Cha** 6 (+4)

Foulspawn Chirurgeon (C) **Level 12 Skirmisher**
Small aberrant humanoid XP 700

Initiative +14 **Senses** Perception +9; low-light vision
HP 121; **Bloodied** 60
AC 26; **Fortitude** 23 (25 while bloodied), **Reflex** 26, **Will** 24
Speed 6 (8 while bloodied)

⊕ **Bone Sickle** (standard; at-will) ✦ **Weapon**
+17 vs AC; 1d6 + 6 damage.

⸸ **Cutter's Caper** (standard; recharges when first bloodied) ✦ **Weapon**
The foulspawn chirurgeon makes four bone sickle attacks and shifts 1 square after each attack.

⸸ **Surgical Precision** (standard; requires combat advantage; recharge ⚄ ⚃) ✦ **Weapon**
The foulspawn chirurgeon makes a bone sickle attack at +2 to the attack roll. A hit is treated as a critical hit, and the ongoing damage from combat advantage is doubled to 10. The foulspawn chirurgeon can also shift 3 squares.

Combat Advantage
When the foulspawn chirurgeon has combat advantage against a target, its melee attacks also deal ongoing 5 damage (save ends) to that target.

Alignment Evil **Languages** Deep Speech, telepathy 10
Skills Dungeoneering +14, Stealth +17
Str 16 (+9) **Dex** 23 (+12) **Wis** 6 (+4)
Con 17 (+9) **Int** 12 (+7) **Cha** 18 (+10)
Equipment 2 sickles

Tactics

The chain guardians rush to opposite sides of the party. They use *chain burst* to grab as many PCs as possible, then use *crushing chain* to squeeze the life out of those unfortunates. The constructs use *threatening reach* and *whipping chain* to control the area around them. Either guardian can hit PCs on the edge of the upper walkway from the adjacent lower floor. They use the chains in the room and their climb ability to maneuver above the PCs.

Cackling gleefully during the battle, the foulspawn chirurgeon moves around the battlefield, flanking those grabbed by the chain guardians. It attacks without combat advantage only if it must, such as if it is marked or if moving might provoke opportunity attacks. In the first such instance, it uses *cutter's caper* to attack and shift. The first time the chirurgeon has combat advantage, the creature uses *surgical precision*. It repeats this vicious pattern each time *surgical precision* recharges.

Features of the Area

Illumination: The operation platform and adjacent squares are brightly lit. The rest of the room is dimly lit.

Ceiling: The ceiling extends 10 feet above the walkway, 20 feet over the room's floor and 15 feet above the operating platform.

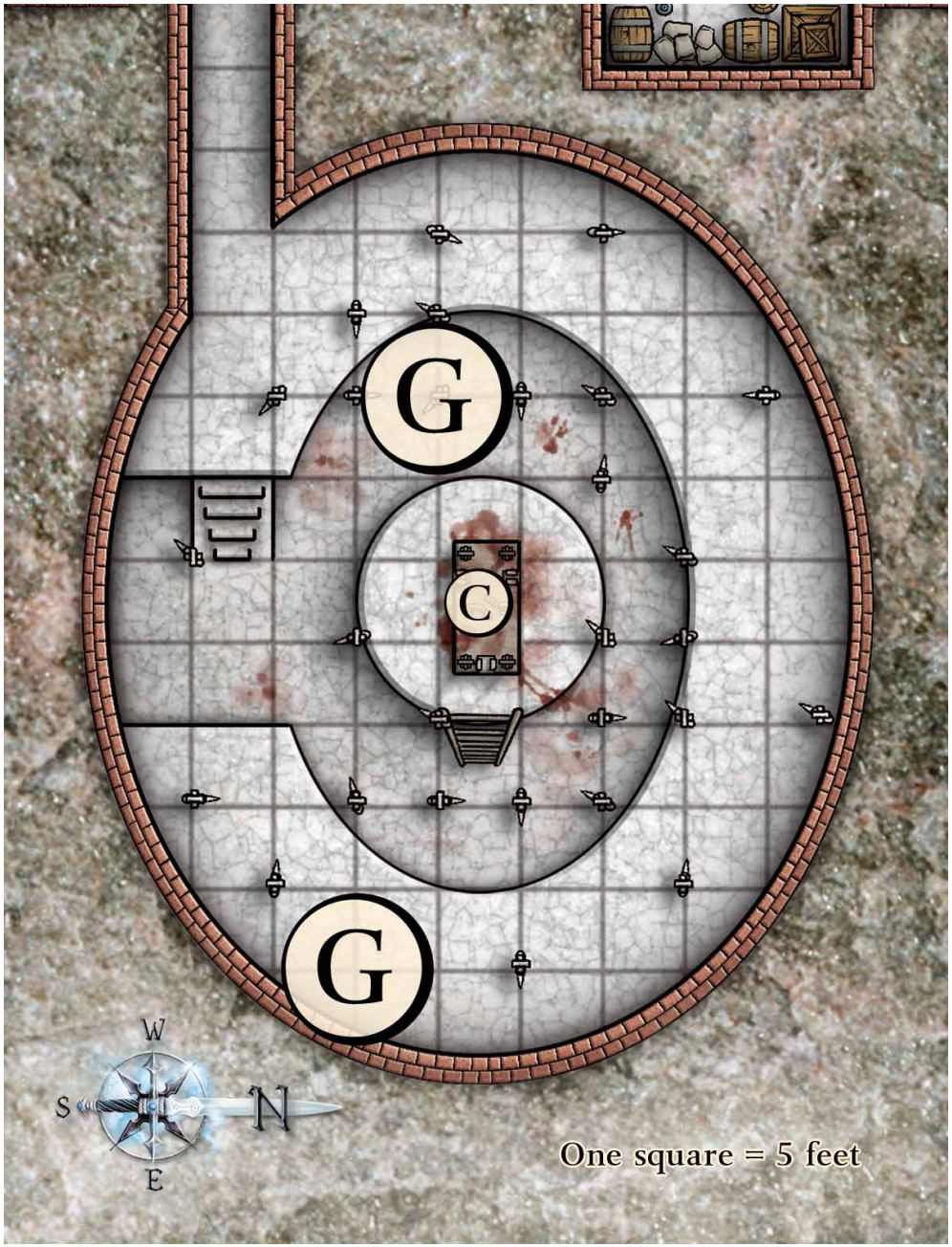
Hanging Chains: Chains (Athletics DC 10 to climb) hang from ceiling to floor where indicated. A creature can swing on a chain as a move action.

Operating Platform: A ladder leads 5 feet up to this platform. The operating table hangs from four chains set in the ceiling. A rack over the table holds an assortment of surgical tools. These tools can be used as improvised weapons. Squares the table occupies are difficult terrain.

Stairs: These steps from the upper walkway to the floor are steep and difficult terrain.

Walkway: This walkway is 10 feet above the floor of the room.

Treasure: This room has one treasure parcel, neatly collected under the operating table.



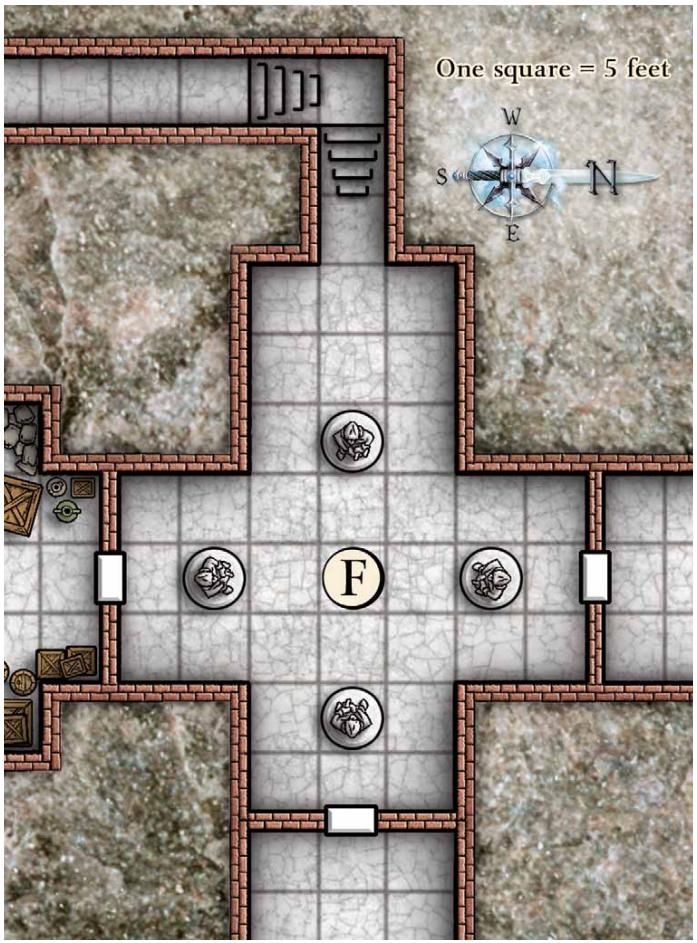
Foul Guardian

Encounter Level 12 (3,500 XP)

Setup

Foul gibberer (F)

The PCs can surprise the foul gibberer if they arrive in this area from room 12—the guardian doesn't know about the trapdoor and isn't alert to that area (Stealth DC 12). Otherwise, they must approach more quietly (Stealth DC 18) and without light to surprise the foul gibberer. It attacks as soon as it is aware of the PCs.



When the PCs enter the room, read:

Four black statues of figures in robes loom over a dark, seething pile of skin, eyeballs, and drooling maws.

Foul Gibberer (F)	**Level 13 Solo Controller**
Medium aberrant magical beast	XP 3,500
Initiative +10	**Senses** Perception +10; all-around vision, darkvision
Warped Ground aura 3; enemies treat the area within the aura as difficult terrain.	
HP 675; **Bloodied** 337	
AC 28; **Fortitude** 28, **Reflex** 26, **Will** 27	
Resist 10 acid	
Saving Throws +5	
Speed 5, swim 5	
Action Points 2	
ⓘ **Bite** (standard; at-will) ✦ **Acid**	
Reach 2; +17 vs AC; 1d8 + 4 damage, and ongoing 10 acid damage (save ends).	
↓ **Braking Bite** (immediate reaction; usable when a creature moves or shifts within 2 squares of the foul gibberer; at-will) ✦ **Acid**	
Targets the triggering creature; reach 2; +17 vs AC; 1d8 + 4 damage, ongoing 10 acid damage (save ends), and the target stops moving.	
↼ **Gnashing Teeth** (standard; at-will) ✦ **Acid**	
Close burst 2; targets enemies; +17 vs AC; 1d8 + 4 damage, and ongoing 5 acid damage (save ends).	
↼ **Caustic Spew** (standard; recharge ⚅ ⚄ ⚃) ✦ **Acid**	
Close burst 2; +15 vs Reflex; 3d6 + 6 acid damage, and the target is blinded until the end of the foul gibberer's next turn.	
↼ **Gibbering** (free; usable once on the foul gibberer's turn before it takes other actions; at-will) ✦ **Psychic**	
Close burst 5; deafened creatures are immune; +14 vs Will; the target takes -2 to attack rolls and all defenses (save ends both). *First Failed Save:* The target takes -2 to attack rolls and is dazed (save ends both).	
Alignment Chaotic evil	**Languages** –
Str 18 (+10)	**Dex** 19 (+10) **Wis** 8 (+5)
Con 23 (+12)	**Int** 4 (+3) **Cha** 19 (+10)

Tactics

The foul gibberer starts every turn by *gibbering*. On its first turn, it then moves among the PCs, without regard for provoking opportunity attacks, to unleash *caustic spew* and have a good position for *braking bite*. It likes to use *braking bite* on those who try to flank it, especially once it learns who benefits most from doing so (look out rogue!). It moves and shifts to place as many enemies in the area of *gnashing teeth* each turn, waiting for *caustic spew* to recharge. It fights until it is slain, and it pursues PCs into areas 13 or 14. It doesn't follow those who flee up the stairs to the west.

Features of the Area

Ceiling: The ceiling is 20 feet high here.

Statues: Tall and cut from black basalt, these figures take up an entire square and act as blocking terrain for determining cover (Athletics DC 15 to climb).

Shathrax's Sanctum

Encounter Level 14 (5,400 XP)

Setup

Shathrax (S)
1 chuul thrall (C)
1 advanced foulspawn seer (F)
2 foulspawn berserker thralls (B)

Shathrax and its minions heard the sounds of fighting from area 11. They are alert, and only the foulspawn hulks remain out in the open. Shathrax and the foulspawn seer hide behind the columns, initially out of line of sight. The chuul is submerged. Since these foes are hidden, don't reveal them until the PCs see them.

When the PCs enter, read:
Before you is a square ledge connected to a catwalk spanning a pool of unspeakable liquid. Old pipes jut from the wall above the pool, occasionally adding to the mess below. Across the room, a platform connected by a series of staircases leads up to a wall carved with crawling images and a great lead bowl set before it.

Two fanged, brutish humanoids—each with fibrous and seemingly bruised pale skin—eye you from the far platform. From them, you receive an impression of murderous intent that transcends your own intuition. Both wield gleaming two-handed blades.

Perception DC 18 (with line of sight to the foulspawn seer): *A blubbery, hairless creature in blue robes lurks here. It carries a staff of humanoid bones.*

Perception DC 22: *You detect movement in the horrid pool. Something big lurks below the surface there.*

Perception DC 28 (with line of sight to Shathrax): *Hiding here is a slim humanoid with purple-tinted gray skin and a nest of tentacles where its mouth should be. Black clothing covers it, along with a fine black cloak.*

As Shathrax attacks, describe it and read:
It becomes clear the creature's clothing is made of the blackened skin of various humanoid creatures, as the faces in it attest. As it moves toward you, it gazes meaningfully, and you can hear its disembodied voice in your head:
"You've stolen the *Tear*, and now you dare come here to slay me. You shall all perish, toiling for my pleasure."

Chuul Thrall (C)	**Level 12 Soldier**
Large aberrant magical beast (aquatic)	XP 700
Initiative +12	**Senses** Perception +11; darkvision
HP 125; **Bloodied** 62	
AC 28; **Fortitude** 26, **Reflex** 23, **Will** 24	
Speed 6, swim 6	
⊕ **Claw** (standard; at-will)	
Reach 2; +19 vs AC; 1d8 + 7 damage, or 3d8 + 7 damage against immobilized creatures.	
⸸ **Double Attack** (standard; at-will) ✦ **Poison**	
The chuul militant makes two claw attacks. If both claw attacks hit a single target, the chuul makes a secondary attack against the same target with its tentacles. *Secondary Attack:* +17 vs Fortitude; the target is immobilized (save ends).	
Tentacle Net	
A creature hit by a chuul militant's opportunity attack is immobilized until the end of the chuul's next turn.	
Illithid Thrall	
The chuul thrall is considered a mind flayer's thrall.	
Alignment Evil	**Languages** Deep Speech
Str 24 (+13)	**Dex** 18 (+10) **Wis** 20 (+11)
Con 21 (+11)	**Int** 5 (+3) **Cha** 6 (+4)

Shathrax (S)	**Level 16 Elite Lurker**
Medium aberrant humanoid, mind flayer	XP 2,800
Initiative +17	**Senses** Perception +16; darkvision
HP 242; **Bloodied** 121	
AC 32; **Fortitude** 30, **Reflex** 31, **Will** 33	
Saving Throws +2	
Speed 7	
Action Points 1	
⊕ **Tentacles** (standard; at-will)	
+21 vs AC; 3d6 + 5 damage, and the target is grabbed.	
⸸ **Bore into Brain** (standard; requires a target that is stunned or unconscious, or that Shathrax is grabbing; at-will)	
+19 vs Fortitude; 4d8 + 5 damage, and the target is dazed (save ends). If this power reduces the target to 0 hit points or fewer, Shathrax devours that target's brain or makes it a thrall (see below). **Devour Brain (Healing):** Shathrax devours the target's brain. The target dies, and Shathrax regains 20 hit points. **Create Thrall (Charm):** The target is dominated (no save) and regains enough hit points to restore it to its bloodied value. The dominated condition ends if Shathrax is reduced to 0 hit points.	
✧ **Mind Blast** (standard; recharge ⚄ ⁞⁞) ✦ **Psychic**	
Close blast 5; mind flayers and their thralls are immune; +18 vs Will; 3d6 + 7 psychic damage, and the target is dazed (save ends). If the target is already dazed, it is stunned until the end of Shathrax's next turn. *Miss:* Half damage, and the target is not dazed.	
Stalk the Senseless	
Shathrax is invisible to dazed or stunned creatures.	
Alignment Evil	**Languages** Deep Speech, telepathy 10
Skills Bluff +20, Dungeoneering +16, Stealth +18	
Str 12 (+9)	**Dex** 21 (+13) **Wis** 16 (+11)
Con 19 (+12)	**Int** 18 (+12) **Cha** 24 (+15)

Advanced Foulspawn Seer (F) **Level 12 Artillery (Leader)**
Medium aberrant humanoid XP 700

Initiative +8 **Senses** Perception +10; low-light vision
Foul Insight aura 10; allies in the aura that can hear the foulspawn seer gain a +2 power bonus to one attack roll, skill check, ability check, or saving throw on their turn.
AC 24; **Fortitude** 21, **Reflex** 26, **Will** 24
HP 95; **Bloodied** 47
Speed 6, teleport 3

⨁ **Twisted Staff** (standard; at-will) ✦ **Weapon**
+16 vs AC; 1d8 + 6 damage, and the target is pushed 1 square.

Warp Orb (standard; at-will)
Ranged 10; +17 vs Reflex; 1d8 + 6 damage, and the target is dazed (save ends).

Distortion Blast (standard; daily)
Close blast 5; +15 vs Fortitude; 2d8 + 6 damage, and the target is dazed (save ends). Aberrant creatures take half damage.

Bend Space (immediate interrupt, when the foulspawn seer would be hit by an attack; recharge ⚄ ⚅) ✦ **Teleportation**
The foulspawn seer teleports 3 squares.

Alignment Evil **Languages** Deep Speech, telepathy 10
Str 10 (+6) **Dex** 15 (+8) **Wis** 8 (+5)
Con 17 (+8) **Int** 23 (+12) **Cha** 19 (+10)
Equipment staff

2 Foulspawn Berserker Thralls (B) **Level 11 Soldier**
Medium aberrant humanoid XP 600

Initiative +10 **Senses** Perception +1; low-light vision
Berserker Aura aura 1; when a creature in the aura makes a melee attack, it targets a random creature within its reach.
HP 120; **Bloodied** 60
AC 27; **Fortitude** 27 (29 while bloodied), **Reflex** 23, **Will** 23
Immune fear
Speed 7

⨁ **Greatsword** (standard; at-will) ✦ **Weapon**
+17 vs AC (+19 while bloodied); 1d10 + 7 damage, or 1d10 + 9 damage while bloodied.

Berserker Charge (standard; at-will)
The foulspawn berserker thrall charges and deals an extra 10 damage if its melee basic attack hits.

Mental Feedback ✦ **Psychic**
If the foulspawn berserker thrall is attacked by a charm effect, the foulspawn berserker and its attacker take 10 psychic damage.

Illithid Thrall
The foulspawn berserker thrall is considered a mind flayer's thrall.

Alignment Chaotic evil **Languages** Deep Speech, telepathy 10
Str 20 (+10) **Dex** 16 (+8) **Wis** 2 (+1)
Con 24 (+12) **Int** 6 (+3) **Cha** 16 (+8)
Equipment greatsword

Tactics

Shathrax is clever but cowardly. The mind flayer prefers to hide behind its powers and allies rather than engage in a direct confrontation. It delays until the PCs have engaged it or its minions, watching the battle carefully for dazed or stunned foes. If no PCs are in such a condition, it maneuvers to employ *mind blast*, then uses an action point to charge in with a tentacle attack. Otherwise, it uses that action point to utilize *bore into brain* twice on the same target. Shathrax aims to use bore into brain as often as possible. With a focused attack, it hopes to claim a thrall or two during the battle. Since most of the monsters here are Shathrax's conditioned thralls (rather than combat thralls caused by *bore into brain*), the mind flayer doesn't have to worry about catching them in the area of *mind blast*.

If it goes before the PCs in the initiative order, the chuul thrall readies an action to rise out of the muck when a character moves across the walkway. It attacks with preference for those on the walkway. Creatures immobilized by the chuul thrall make ideal targets for Shathrax to grab.

Readying actions to charge those who move on to their platform, the foulspawn berserker thralls wait before entering battle. If they fail to charge during the first round, or the PCs wait on the walkway, they enter battle on the second round, charging if possible.

The foulspawn seer waits until last if it can, fighting from behind even Shathrax. Whispering madness and *foul insight*, it focuses on using *warp orb* to daze PCs for Shathrax. It employs *distortion blast* only if it can catch multiple PCs, and it might do so even if it hits an ally or two—as long as that ally isn't Shathrax.

All these creatures fight to the death. Although Shathrax lacks bravery, it refuses to submit to the likes of the PCs.

Features of the Area

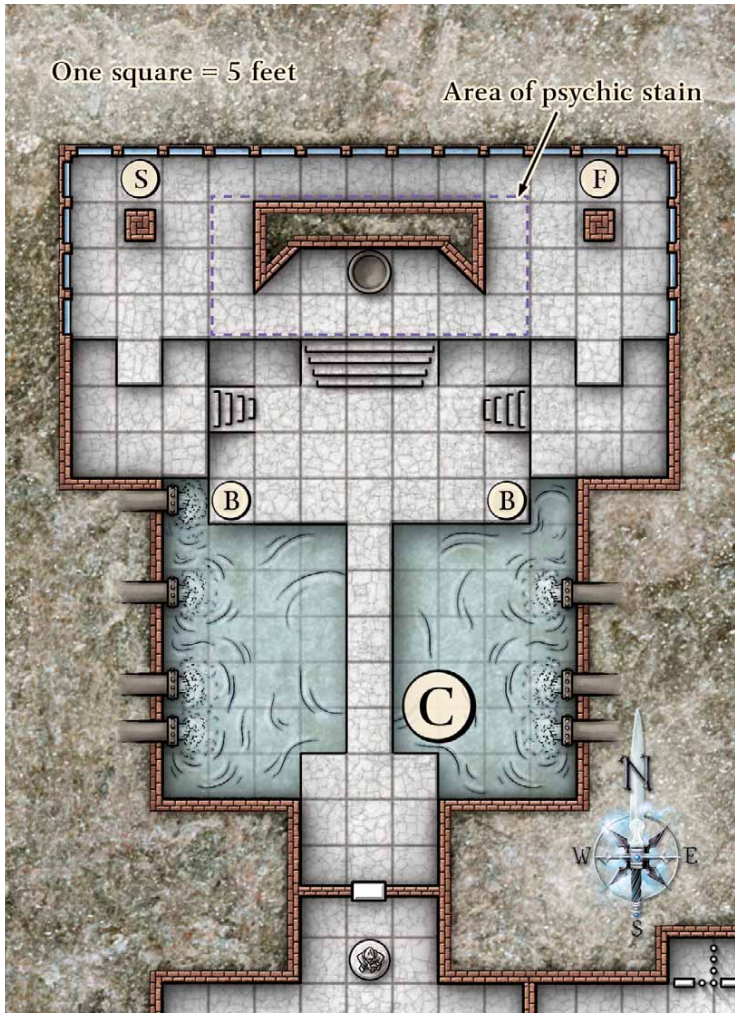
Illumination: Dim light bathes the room from the alcove mirrors.

Ceiling: The ceiling stretches 40-feet overhead.

Alcoves: Arranged around the perimeter of the north end of the room are a series of alcoves equipped with dark mirrors that swirl with dim, darkly multicolored light.

Basin: Positioned in front of the wall is a large basin. It held the *Tear of Ioun* before Deirdre called the stone home, and the area is still contaminated with unwholesome energy. Any nonaberrant creature starting its turn inside the area of the psychic stain is subject to an attack. A PC trained in Arcana who stands in the psychic stain can sense its connection of the *Tear of Ioun*—see Conclusion.

Psychic Stain
+13 vs Fortitude; -2 to Will, and the target is slowed until the end of its next turn.



Carved Wall: Stretching across the back of this room is a freestanding wall (Athletics Dc 15 to climb) carved with strange and unsettling patterns that coalesce into maddening scenes as one watches. It instills in nonaberrant creatures the desire to look away in horror. Those who gaze on anyway are subject to attack.

Far Visions

+13 vs Will; 20 psychic damage, and the target is dazed (save ends). *Miss:* 5 psychic damage.

Pillars: Two pillars support the ceiling in this chamber. They take up an entire square and act as blocking terrain for determining cover (Athletics DC 20 to climb).

Pool: The pool below the catwalk is a disgusting morass of water, algae, unspeakable fluids, and body parts about 10 feet deep. Its surface is 5 feet below the walk. Any nonaberrant creature that enters or starts its turn in the pool takes 1d6 damage. A nonaberrant creature that enters the pool is also subjected to one attack from cackle fever (*DMG* 49) per 24 hours.

Stairs: Each staircase climbs steeply enough to be difficult terrain.

Treasure: A small chest near the basin contains three treasure parcels.

Conclusion

A PC trained in Arcana who stands in the psychic stain can sense its connection of the *Tear of Ioun*. That character can then sense the emanations of the *Tear* with a DC 26 Arcana checks. Focused concentration lowers the DC to 21. This sense still isn't good enough to locate the stone directly, but it becomes clear the stone is still in Wellspring, probably somewhere on the surface.

Dark Strangers

When the PCs emerge from Shathrax's lair, they learn of the dark strangers attacking the Mindspire. PCs that approach the temple in the town square encounter a group of Malachi's agents. While the PCs battle one team, the other slips through the Shadowfell to return the relic to their master's fortress at the edge of the world. See Day 4, page 69.

Dark Strangers

Encounter Level 13 (4,600 XP)

Setup

Ascendant hellsword (A)
Malachi's Herald (H)
3 shadar-kai knights (F)

Have the players place their miniatures on the map first, according to how they arrived on the scene. Then place enemies the characters can see.

When the PCs enter the area, read:

Strange warriors are arrayed in the Square. The front doors of Ioun's temple hang askew on their hinges, smoldering from recent fire.

When the PCs see the hellsword, read:

A muscular female that looks like a tiefling with wings and crimson skin stands before you. Black dreadlocks hang is a mass behind her curled horns. She wears black chainmail and wields a cruel double sword. When she spots you, she smiles coldly.

When the PCs see Malachi's Herald, read:

Horns break the brow of this rail-thin humanoid, and red fire burns in place of his eyes. Dressed in black silks and wearing a leather mask with a metal grill fitted over his mouth, his hair hangs in two braids from out the back of his head. He grips a long crimson scepter capped with a horned skull in his left hand.

When the PCs see a Fist of Malachi, read:

A solidly built humanoid armored in dark scale armor brandishes a war pick in your direction. The humanoid has a helm with a metal grill over the eyes and mouth.

Ascendant Hellsword (A) **Level 12 Elite Brute (Leader)**
Medium immortal humanoid, cambion XP 1,400

Initiative +9 **Senses** Perception +14; darkvision
HP 300; **Bloodied** 150
AC 26; **Fortitude** 27, **Reflex** 24, **Will** 27
Resist fire 15
Saving Throws +2
Speed 6, fly 6 (clumsy)
Action Points 1

Double Sword (standard; at-will) ✦ **Weapon**
Melee 1; +16 vs AC; 1d8 + 7 damage plus 2d6 fire damage.

Double Attack (standard; at-will) ✦ **Weapon**
The ascendant hellsword makes two double sword attacks.

Commanding Devilry (minor; recharges when first bloodied)
An ally within 10 squares can make a basic attack as a free action.

Whirlwind Charge
When the ascendant hellsword charges an enemy, it can make a double sword attack against each enemy within its reach at the end of its charge.

Triumphant Surge
The ascendant hellsword gains 10 temporary hit points each time it bloodies an enemy or reduces an enemy to 0 or fewer hit points.

Alignment Evil **Languages** Common, Supernal
Str 22 (+12) **Dex** 18 (+9) **Wis** 16 (+9)
Con 20 (+11) **Int** 12 (+7) **Cha** 22 (+12)
Equipment chainmail, double sword

Malachi's Herald (H) **Level 12 Elite Artillery**
Medium natural humanoid, tiefling XP 1,400

Initiative +8 **Senses** Perception +10; low-light vision
HP 202; **Bloodied** 101
AC 26; **Fortitude** 26, **Reflex** 24, **Will** 25
Resist 11 fire
Saving Throws +2
Speed 6
Action Points 1

Dagger (standard; at-will) ✦ **Weapon**
+14 (+15 against a bloodied target) vs AC; 2d4 + 3 damage.

Eldritch Blast (standard; at-will)
Ranged 10; +17 (+18 against a bloodied target) vs Reflex; 2d6 + 7 damage.

Soul Flaying (standard; at-will) ✦ **Necrotic**
Ranged 10; +17 (+18 against a bloodied target) vs Will; 4d6 + 7 necrotic damage, and the target can't use healing surges until the end of the herald's next turn.

Elder Voice (standard; encounter) ✦ **Fear, Thunder**
Area burst 2 within 10; +16 (+17 against a bloodied target) vs Fortitude; 4d6 + 7 thunder damage, and the target is pushed 4 squares.

Infernal Wrath (minor; encounter)
Malachi's Herald gains a +1 power bonus to its next attack roll against an enemy that hit it since the herald's last turn. If the attack hits and deals damage, it deals extra 5 damage.

Hellfire Swap (move; recharge ⚄ ⚅) ✦ **Teleportation**
Malachi's Herald exchanges positions with a single ally within 10 squares or teleports 3 squares. Those adjacent to the herald or its ally when this teleportation occurs take 5 fire damage.

Alignment Chaotic evil **Languages** Common, Deep Speech
Skills Bluff +16, Stealth +13
Str 12 (+7) **Dex** 14 (+8) **Wis** 9 (+5)
Con 23 (+12) **Int** 18 (+10) **Cha** 20 (+11)
Equipment leather armor, dagger, rod, mask

3 Fists of Malachi (F)		Level 11 Soldier
Medium natural humanoid, human		XP 600 each
Initiative +11	**Senses** Perception +4	
HP 111; **Bloodied** 55		
AC 27; **Fortitude** 24, **Reflex** 23, **Will** 22		
Speed 5		
⊕ **War Pick** (standard; at-will) ✦ **Weapon**		
+18 vs AC; 1d8 + 5 damage (1d8 + 10 to a bloodied foe); (crit 2d8 + 15) or 2d8 + 20 to a bloodied foe) plus ongoing 5 damage and the target is marked (save ends both).		
✧ **Scream for Malachi** (when reduced to 0 hp) ✦ **Psychic**		
Close burst 1; targets enemies; +15 vs Will; 2d6 + 3 psychic damage (2d6 + 8 psychic damage to a bloodied target).		
Alignment Evil	**Languages** Common	
Skills Intimidate +13		
Str 21 (+10)	**Dex** 18 (+9)	**Wis** 9 (+4)
Con 15 (+7)	**Int** 12 (+6)	**Cha** 17 (+8)
Equipment scale armor, light shield, war pick, mask		

Tactics

The dark strangers fight to cover the tracks of those who stole the *Tear of Ioun*. They're willing to die to do so.

Tearing in with *whirlwind charge*, the ascendant hellsword stays among the PCs, making double attacks. She is fearless in her movement until she is bloodied, going after whichever target she prefers. She's smart enough not to provoke opportunity attacks that end her movement—or smart enough to provoke before charging her chosen foe.

Malachi's herald opens with *elder voice*, positioning the attack to cover as many PCs as he can, even if doing so catches an ally. After this, the herald uses *soul flaying* to attack and *hellfire swap* to thwart attackers.

The Fists of Malachi spread out attacks to keep the PCs marked and away from the herald. They provide the hellsword and each other flanks.

Features of the Area

Illumination: Bright light during the day; dim light at night.

Buildings: One-story buildings stand about 12-feet tall, while two-story buildings stand twice as high. The Mindspire—the temple of Ioun—stands 30-feet high. Most buildings have solid wooden doors (break DC 18), but the doors to Ioun's temple are open and battered. Climbing the exterior of a building requires a DC 20 Climb check.

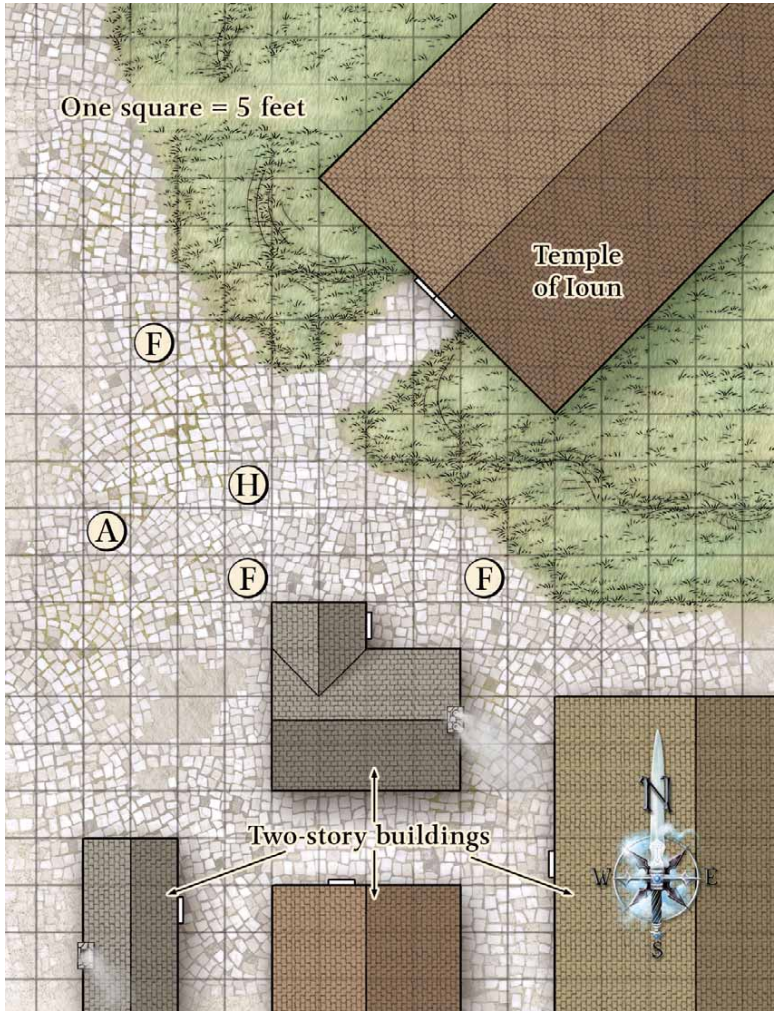
Treasure: The agents employed a *blackgate rune* (see page 72) to travel from the Shadowfell into the mortal world. They have at least one other in the one parcel of treasure they carry.

Development

If the encounter isn't difficult enough, another few Fists of Malachi might join the fight from within the temple. PCs that look inside the temple during the battle find Deirdre. See Concluding the Adventure, page 80.

About the Author

Robert J. Schwalb works as a freelance designer for Wizards of the Coast; his recent credits include *Martial Power™*, *Draconomicon™*, and the *Forgotten Realms® Player's Guide*. Robert lives in Tennessee with his incredibly patient wife Stacee and his pride of fiendish werecats, but is happiest when chained to his desk, toiling for his dark masters in Seattle.



The Challenge of Skill Challenges - Part 3

BY MIKE MEARLS
illustrations by Raven Mimura

Welcome once again to an ongoing series of articles on skill challenges. As with any series, this installment makes little sense unless you have read the ones that came before it. You should read parts 1 and 2 before diving into this installment, either to refresh your memory or catch up. Eventually, I'll stop asking you to read the entire series over and over again, but the first few installments are tightly linked.

In the last two columns, I wrote about the process I used for putting together a skill challenge. The steps I've covered so far are the easiest. They rely on simply looking at what the characters can do, thinking about the skills needed to overcome the challenge, and trying to build many options into the challenge from the beginning. Now comes the really hard part: putting all that stuff together to make something that'll make your campaign better. The steps I've worked through so far are fairly simple, requiring some thought and planning but nothing groundbreaking. Now we hit the hard part—actually bringing that all together to build a memorable gaming session.

As luck would have it, my final rule for skill challenge design speaks directly to this issue.

Rule #4: Skill challenges are finally no longer like fights. They can (and should!) cover hours or even days of progress.

The time factor is easy to overlook in designing a skill challenge, and that's an error that can turn a compelling challenge into a rote series of die rolls. You know you've lost your group and messed up your design when the players are doing anything but playing the game. The best insurance against this lies in spreading a challenge out over multiple scenes, each allowing a different, general approach to the problem. By varying the environment and situation, you keep things fresh even when the group uses the same skills. There's a world of difference between the Diplomacy check against a drunken guard who mistakes the party's half-orc fighter for his best friend and the same check against the nosy shopkeeper who tries to shake down the PCs for a bribe. If you back up each scene with good roleplay and descriptions, the simplest skill challenge becomes an interesting, varied experience.

Extending a skill challenge over a period of time has an important benefit: It lets you plausibly inflict radical changes to the challenge without straining the players' sense of belief. In the example above, it's ludicrous for the party to run into a long chain of NPCs, each requiring a different skill check to handle, during a 15-minute visit to the local pub. However, if that chain comes at the PCs during an entire day of

scouring a city for information, the game makes a lot more sense.

Here are two rules related to rule #4. They arise when you embrace the idea of a skill challenge as working on a different time scale compared to a fight.

Rule #4A: Each skill check in a challenge should do one of the following:

- ✦ Introduce a new option that the PCs can pursue, a path to success they didn't know existed.
- ✦ Change the situation, such as by sending the PCs to a new location, introducing a new NPC, or adding a complication.
- ✦ Grant the players a tangible repercussion for the check's success or failure (as appropriate), one that influences their subsequent decisions.

If you think about it, the same situation applies in a battle. If the wizard fries the orc warriors with his *fireball*, the rogue sneaks over to the shaman and attacks him rather than leaping to help the fighter. During a fight, the actions taken by each character and monster set the stage for the next person's turn. In a good fight, the situation constantly changes. The same thing applies to skill challenges. They are at their best when they shift and react to the players' decisions.

Rule #4B: The characters should always be the active party in a skill challenge.
This is a subtle point but one that can spell the difference between success and failure. It's also one that I've come to realize only lately. In fact, I had no idea I'd be writing this when I started this series. I wouldn't be surprised that, as we all get better with skill challenges, I'll have to revise or revisit these articles at some point in the future.

Placing the characters into the role of the aggressor simply means pushing your NPCs into a passive role as blockers, people who stand between the PCs and success and force the characters to serve as the catalysts for action. As with a lot of gaming advice, that sounds nice, but implementing it is tougher. It's best shown with an example.

The characters need to escape from a group of pursuers. It's easy to default to have the PCs making Endurance or Athletics checks to see if they can stay ahead of the chase, but that pushes them into a passive role. The guards are the active party in that arrangement: They chase the PCs, and the PCs make checks to avoid capture. Instead, set up the challenge so that the PCs are the aggressors. They should make checks to foil the pursuit, such as by throwing obstacles in the guards' way, taking a path that discourages pursuit (climbing up a building and running across the rooftops), sparking a brawl between two gangs, or starting a fire that serves as a distraction.

In this example, you might allow PCs to make checks to simply outrun the guards, but that should be one option among many. Even then, it's best to flavor that option with a sense that the PCs are the ones creating obstacles that the guards can't overcome. The Athletics check doesn't represent the PC simply running really fast. Instead, it allows a character to dodge through a crowded street with ease while the guards struggle to push through.

Placing the characters in the active role has an important effect on your design, your presentation, and the players' engagement. It forces the players to step up and make plans rather than sit back and react to your NPCs. It also pushes you to create multiple paths and options. When the PCs are the passive group in a challenge, it's too easy to allow logic to dictate that one, repeated skill check is the best way to plow through the challenge.

Enough Talk! Action!

If you're like me, you sometimes find there's a gap between the theoretical and practical in gaming advice. It's easy to throw lots of phrases with "should," "could," "must," and "better" at you, but they're meaningless without a practical application. Yes, skill challenges "should" be fun, but now's the time to make one that actually is fun.

I want the challenge of navigating Suderham's streets to play an important role in the game. Every time that the characters need to move through the city, I want them to consider where they want to go, how dangerous the trip will be, and how they can best move about. Ideally, they have several paths to choose from, each with a different set of hazards.

Choice: For Suderham, I'm going to create a map of the city that the players can use during the game to plot their moves. In terms of the skill challenge, the path they choose to move around town determines the skills they can use and the DCs they face. If they go through the slums, they face different obstacles than if they move through the temple district. In addition, I'm going to create a set of modifiers for moving through the city at different hours of the day to create a sense of a living environment.

Repercussions: As the PCs take actions, I expect the situation in town to change a bit. In some areas, more guards patrol the streets. In other instances, an NPC they meet shows up again to harm or aid them, depending on how the situation resolved. This feeds back into the idea of the skill challenge as something that reacts and changes as the PCs take actions.

More importantly, the repercussions must be more than just skill modifiers or changes to DCs. They should be narrative events that change the situation and make the new conditions, options, and decisions flow into the game's story.

Random Events: To keep the skill challenge interesting, I'm going to create a short table of random events for each district to spice things up. I like unexpected events at the table. They keep the players on their toes, and they keep me on my toes. For me, DMing is a lot more fun when I have no idea how a session might turn out.

Structure: Last, but not least, I need to look at the structure of my challenge. Some DMs might feel more comfortable doing this first, but I like to do it after coming up with ideas but before putting my thoughts down to paper.

The structure is the nuts and bolts of building the challenge. How does the challenge begin? How does it end, and what happens in between?
I like to break skill challenges into three sections, imaginatively titled the opening, the midgame, and the end. Each section requires about a third of the successes to complete the challenge to pass through it.

The opening sets up the skill challenge, makes it clear what the goal is, and lays the groundwork for the first few skills or options for the characters. In my skill challenge, I'm going to draw a map of the town for the players. As they explore, I'll add locations to the town. This serves two purposes. It gives a visual reminder for the players as they make plans, and it serves as a convenient shorthand that lets them assess the risks and rewards they face. Each time the challenge begins, the PCs start by picking a route through the city.

The midgame is the actual process of moving through town. The skills and obstacles the PCs face are determined by the path they choose and one or more random events I roll. I think I'll use one die roll to determine the number of events, from 0 to 3, with some districts making random events more likely. In addition, some districts have challenges that the PCs must almost always face. Cash District, where the slave lords and their elite customers live, is much more heavily patrolled than the slums.

Finally, the PCs must enter their destination without drawing attention to themselves. The final skill check depends on the nature of their destination. To enter a heavily guarded temple of Gruumsh, the PCs might need to make Insight checks to learn the pattern of guard patrols, Athletics and Stealth to sneak over the temple's outer wall, or Streetwise to find a forgotten, secret back door to the place.

Another (Shorter) Example

The most important lesson to me is the idea that skill challenges are a lot more than simply a series of skill checks. Things like the random event tables I'm working on, the option for the PCs to pick a path through different city districts, and so on, all point to a dynamic, evolving, and changing skill challenge. Interaction is the root of D&D, and it should be the root of a skill challenge.

At first glance, this might seem like a lot of work. Keep in mind, though, that the skill challenge I'm building is big. I expect to use it over and over for at least three or four game sessions. Everything I've mentioned above works equally well for a more limited skill challenge. You simply need to dial down the scope.

For instance, let's say you want a one-scene skill challenge that requires the PCs to strike an alliance with Baron Karrak, lord of the Grey Hills. The opening of the skill challenge might be the PCs' few days at court, meeting with different functionaries. The people they choose to meet with determine the relevant skills for that part of the challenge. In the midgame, the PCs attend a feast thrown by the Baron. Their successes and failures in interacting with specific NPCs determine their options here. Again, the PCs choose who to talk to or what other actions to take. (A stealthy rogue might sneak into the baron's study and read through his diary to gain some insight into how to appeal to the baron; he knows about the diary because, in the first phase of the challenge, he used Streetwise to gather rumors from the baron's servants.)

Finally, the party has an audience with the Baron. Their choices, successes, and failures in the first two scenes determine the situation in the endgame. If the PCs embarrassed the captain of the guard during the feast, he attends the audience to speak against the characters. If they impressed the treasurer during the challenge's opening phase, he warns the Baron that the PCs are powerful and have connections to many of the region's rulers, improving the use of Intimidate.

In any case, in the final scene, the PCs are down to their last two or three successes to finish the challenge, dodging the chance that they must simply make Diplomacy check after Diplomacy check to win the alliance. Their choices throughout the challenge cause it to change and shift, yielding a much different narrative depending on their luck and talents.

Next Month: An Actual Skill Challenge

The next installment of this series will provide the full skill challenge I've been planning. However, there are some (hopefully!) useful insights in this column to get you started on your own.

About the Author

Mike Mearls is the Lead Designer for the Dungeons & Dragons® roleplaying game. His recent credits include *H1: Keep on the Shadowfell*™ and *Player's Handbook® II* (v.3.5).

Prepare for the Resolution

BY STEPHEN RADNEY-MACFARLAND

It's the time of year for resolutions. I know that some of you think that New Year's resolutions are silly, and I agreed with that sentiment for a great many years. But now, with age and wisdom (or maybe senility) finally setting in, I see the point of the New Year's resolution ritual. It's all about support. Putting a convenient date on when to make resolutions allows us to garner support from those around us—family, significant others, coworkers, even friendly rivals (we don't want them to show us up now, do we?)—and to give that support back to those people. While some of us will fail in our resolutions, it's a well known fact that increased support increases the chance for success.

I have a small number of resolutions this year, all fairly attainable with effort and support. But this column isn't about my resolution, it's about my friend Cody's resolution.

Cody's a beginning Dungeon Master who has a real hankering to become the best DM he can. He has a good start, too. He creates fun adventures, and he has a sharp sense of story and what makes for good drama. He knows when to give detailed exposition and when to keep it simple. He is dedicated to his craft, keeping a notebook with encounter ideas, monster mixes, and little story tools that help keep the narrative going.

His weakness is actually running the game. He finds himself getting befuddled by the details during the rush of combat and flurry of voices in a skill challenge. He loses track of which monster is which, scribbles down the wrong hit points when they're hit, forgets when to roll for a monster power's recharge, and has a hard time keeping track of conditions in the battle. Worse still, as these little mistakes pile up, his anxiety increases, which only makes matters worse. By the end of the game, he's a nervous wreck, his curly hair is frizzed out of control with constant, anxious teasing, and he feels like he just spent an exhausting day at work rather than playing a game.

In contrast to Cody, I am typically calm and at ease while running games. I always seem to have the information I need at my fingertips at just the right time, and I rarely get frazzled when things go nuts. Before the New Year, Cody sat me down and asked how I do it, and I gave him a number of pointers. Because I figure that some of you might have similar resolutions, I'll share them with you, too.

My next session is a Living Forgotten Realms (LFR) adventure, so I'll use it as my example. Plus, running LFR presents some additional challenges. I don't run the game at my house, which means needing to prepare for a game at a place where I don't have all my normal tools and props around. Also, when you run LFR, you are running a published adventure written by someone else, which involves some additional preparation challenges. All of that means I need to really be on top of my game for an LFR session.

Oh, and before we go any further, the adventure I am preparing is *CORE1-1 Inheritance*. Throughout this column, there are some minor spoilers for this adventure. If you haven't played it and you don't want any surprises spoiled, you may want to wait to read this installment of *Save My Game* after you've played *Inheritance*.

Preparation is a State of Mind

First, you can follow all of my little hints and tricks for being prepared to run your Dungeons & Dragons session and still not be prepared. That's because the first thing you must do is feel prepared. I know this seems like a chicken-and-egg dilemma; after all, don't you need to be prepared to feel prepared? Yes and no.

It's true, D&D is a complicated game with a lot of little bits to remember and keep track of. When you are the DM, you are on stage the whole game. That can be very daunting for new DMs, and even the most experienced can feel overwhelmed at times.

First, make sure you're rested and well fed. By well fed, I don't mean loaded up on junk. I hate to sound like your mother—and yes, I know that junk food is the stuff of the true gamer around the table—but before the game, make sure you have an honest-to-goodness meal with protein, complex carbs, and vitamins. If your blood sugar crashes in the middle of the game, it can wreak havoc on your concentration. Few things will put you in a worse mindset to run a D&D game than lack of sleep and a sugar crash.

Preparing for an adventure properly is a lot like studying. Cramming can do the trick, but regular, shorter prep sessions are better to make sure those important bits of information are in your brain and stay there longer. When it comes to published adven-

tures, I'll typically read the entire adventure once, skimming as I go to get the gist of it. I'll then go back some time later and read the adventure more thoroughly, typically with a highlighter and pen close at hand, highlighting the really important parts and writing notes on things I want to change, or adding missing DCs or just helpful hints I think I'll need during the game.

With my text marked up and the details swimming in my head, the next thing I do is let them stew for a while. I play out the session in my noggin and engage in some mental troubleshooting. Is that group of skill challenges the best way to do things? What if the PCs pick a fight with the guards at the gate? Isn't 60 feet a little wide for a road? I know why it's there, but is there a better way to present the challenge? How exactly does the homunculus guard ability work again? What are the exact rules for phasing? Then I'll go back to the text with core books in hand and start answering my own questions. I know my players will ask or make me ask more questions during the game, but I'll be in a better position to handle that when it comes up.

If I'm preparing my home game—where I typically write my own adventures rather than using published ones—I take a similar approach. First I write the basic outline of the story for the next session or two with my notes on the PCs' important actions from the last game or two within easy reach. Second, I flesh it out with actual skill challenges, encounter areas, and monster mixes. I don't write these up in adventure format; rather, they are rough maps and organizational lists. The fine details come with some of my other preparation tricks, but I'll get to those later. Then comes the brainstorming and the fine tuning in the same way I do with the published adventures. I second-guess my design and probe for weak spots as I play it in my head.

Before you start asking, "holy crap, how long does it take you to prep an adventure," let me answer—less time than you'd suppose. I don't do it all in one sitting. Often, I'll do it in short spurts when I'm watching TV (reading the adventure during the commercials) or take a half-hour here or there if I need longer bursts.

If I have more time, my prep gets a little more complicated. I not only pick out the minis and tiles, I prep them.

Brainstorming typically happens on its own, when I drive, when my wife is talking to me about her work (don't worry, she does the same to me, and we both accept it), or even when playing other games. Strangely, I find that *Rock Band* helps me brainstorm adventures—don't ask me how, but it might be the reason why I am not very good at *Rock Band*.

The last part of preparation as a state of mind is a little more philosophical. Be mindful of the details, but don't sweat the small stuff. It sounds contradictory, but there is a difference between details and small stuff. To be aware of the difference, you need to see the adventure through the lenses of both a player and a DM. This takes some practice that mostly comes with venturing onto the other side of the screen on a regular basis. If you're like me and caught the DM bug early, this can be difficult. I greatly prefer DMing, because I don't have to wait for my turn—it's always my turn, and I get to react to a number of people. But when you see the game from the player's point of view, you start to realize which parts of the game are important details and which ones you, as the DM, can overlook without really losing anything ... even when they are the parts that you really enjoy or find really interesting.

Have the Game at Your Fingertips

Even when I find that I'm running out of time and can't do the full amount of prep that I'd like, there are two things I always do. The first is to gather my miniatures and tiles and organize them into encounters. The second is to create initiative cards with the stats for each type of creature in the combat encounter I am going to run.

If I have more time, my prep gets a little more complicated. I not only pick out the minis and tiles, I prep them. Each miniature I am using gets a magnet on the bottom for my magnet markers, which I've talked about before. (By the way, I have now upgraded all my Alea Tools markers with the new magnets, and they work like a dream.) Then I mark the bases of duplicate miniatures with a small, colored sticker, so I can ID each miniature at a glance. When I make my initiative cards, I have boxes for hit point tracking, each with a colored dot that matches the dots on the miniatures. When the players call out which iron cobra they hit, they'll typically call out the color dot on the base also, which makes it even quicker. I find that I never even need to prompt them to do this; they get what the dot means at a glance. This may sound like loads of effort, but it saves me a lot of brain power and second-guessing when I run combat encounters, which I find speeds up my combats tremendously. It also allows me to run large, complicated encounters more often and with confidence. I find that if I combine this with my miniatures search, this prep takes no time at all.

As for the initiative cards, I get rather detailed. Typically, I cut and paste an entire stat block from a

PDF onto the card. In reality, I could get away with hit point and recharge tracking. Normal 3"x5" cards with notes could do the trick.

As for tiles and maps, I put everything I need for each separate encounter in its own envelope. This allows me to grab the folder, place the map or tiles, and move to the tactical part of the encounter as quickly as possible. Organizing it in this way also ensures that I'm not fumbling for that right tile during the game, which can really slow down your game session.

Organizing in this manner isn't just a boon for combat encounters. I have special cards detailing important roleplaying and skill notes. I arrange these in my notes with corresponding cards featuring an illustration and the name of the NPC. When they pop up in the campaign, I use the note card for my own roleplaying reference and put up the illustration card on a board not far from game table, so the players can see it and put a face to the name (and the miniature). Having a board like this cuts down the time that you spend reminding the players who the important NPCs are (or how to spell their strange fantasy names), even when you have a large gap between game sessions.

If I'm running my adventure remotely (that is, not at home), then I put all of my materials in a plastic hobby box, the kind you can buy in just about any craft store (typically in the scrapbooking aisle). This includes my dice, extra pencils (players always forget pencils), initiative cards, and table tracking and story objects in the case of LFR adventures. If I'm running the adventure at home, I place the minis I'm using in a box away from the prying eyes of the players while keeping my other materials close at hand, typically behind my DM's screen.

Lastly, I keep a stack of sticky notes nearby. As important things pop up in the game, or if I need to make up an NPC or tavern name on the fly, I write it down so I don't forget. Just make sure to keep these things somewhat organized. I've had a few fast and furious game sessions where, after the game, I looked at my notes and couldn't make heads or tails of them.

All this is what I told Cody in a nutshell. Right now, I've started my prep for games I'll be running at *Dungeons & Dragons Experience* in Fort Wayne, Indiana at the end of the month. If you are coming to that event, feel free to track me down after a seminar or on the convention floor to talk about all things gaming. I'm looking forward to folks sharing their own words of wisdom for running D&D!

Sadly, thanks to our extended winter break here at Wizards of the Coast, I didn't get many letters this month, so we are going to skip the mail bag until next month. If you have questions or words of DMing wisdom you want to pass on to Cody, feel free to e-mail me (dndinsider@wizards.com) with "Save My Game" in the subject line. Until next time, roll high.

About the Author

Born on a stormy Christmas day, in our nation's capital, during the Nixon administration, the stars were definitely wrong when **Stephen Radney-MacFarland** came screaming into the world. Spending most of his impressionable years as a vagabond and ne're-do-well, Stephen eventually settled in the Northwest to waste his life on roleplaying games.

Once that RPGA® guy, Stephen is now a developer in RPG R&D where he doesn't create the traps... he just makes them deadlier. He also teaches a class on roleplaying design for the Art Institute of Seattle, molding the minds of young and upcoming designers. Be afraid. Be very afraid.

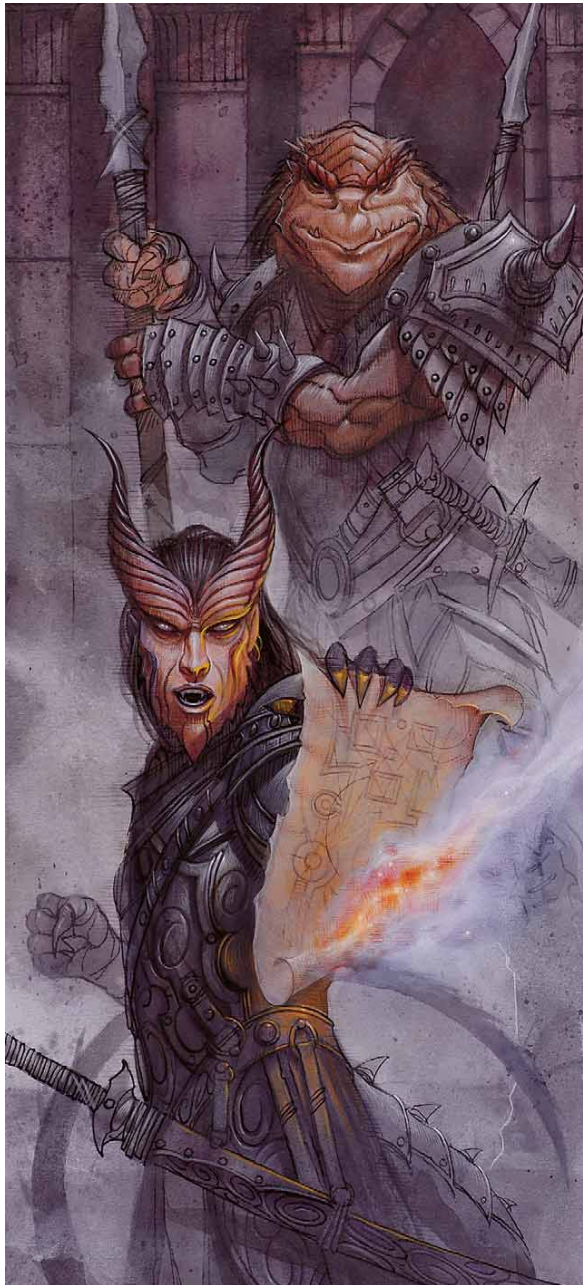
CLOG OUR MAILBOX!

Your game needs saving, or you have some game saving advice of your own? Drop us a line at dndinsider@wizards.com with the worlds Save My Game as your subject line. Maybe next month we'll talk about your problem or feature some bit of advice that comes from the mailbag.

You can also join the game saving conversation on our message boards, but piping in on the discussion of DM tips and tricks. Stephen makes it a point to visit and chat with those who agree and disagree with him.

Contact with the Enemy

BY JAMES WYATT
illustration by Wayne England



Perhaps you read the editorial in this month's *Dragon*, where Chris Youngs wondered aloud (*very* aloud, as in, publicly where several hundred people would read it) whether I might start up my campaign as a lunchtime game here at the office. Well, it worked. I've pulled a group together to play over a long lunch hour on Fridays in a meeting room here at the office.

And here's the beauty of this exercise. As soon as all my theoretical planning meets the harsh reality of "I'm starting a game this Friday!" and then comes into contact with the "enemy" that is my group of players, things both wonderful and terrifying begin to happen.

Campaign Updates

First, I updated the campaign handout that I wrote a couple months ago, adding things that will help me out as I get the campaign underway:

The Shrine of Eyes: A shrine of Ioun, home to Elder Havrakhad, an oracle.

This new feature in town will help me weave more elements of prophecy into the campaign and lay the groundwork for the eventual inclusion of the psionic power source in my game.

At the edge of the Burning Wood is a circle of standing stones called the Fire Glade, where the farmers of the village used to commune with the primal spirits.

I included this because of *Player's Handbook 2*, which introduces the primal power source. I'll talk more in a couple of months about how I'm going to account for *PH2* in my campaign, but this primal glade serves as a sacred place for primal characters and an interesting location I'm sure I can do something with down the line. Given the makeup of my actual player character group (four of six characters are new primal classes from *PH2*), I'm glad I thought to do this.

I also added information about the new races in *PH2*—which, again, I'll go into in March.

Heroes Arise!

We had our first session this past Friday. Obviously, I work at an office that's friendly to lunchtime games, which lets me schedule a 2-hour session. My plan was to spend about the first half of that time on character creation and then do one encounter to kick the game off. We got a late start (one of the problems with a lunchtime game is that people have to get their food together before the game can really start), and some folks were quicker than others in putting their characters together. (The ones who used the Character

Builder to create characters using classes and races from the first *Player's Handbook* were done more quickly than the others who relied on PH2!)

Here are the heroes of Greenbrier:

Uldane (Bill) is a halfling paladin of Avandra. Believing that his deity favors the bold, Uldane hopes to rid the world of evil while seeing what's behind every closed door he comes across. His sense of honor and nobility is balanced by his natural curiosity, and he's been itching to leave the halfling community of the river ever since he found a sword in the river, which he believes to be a gift from Avandra and a sign of her call. His great quest is to find a holy avenger, and he's entertaining the idea that the sword he found might actually be one, just waiting for him to prove himself worthy of wielding it.

Uldane is a fantastic adventure facilitator. I can rely on him to lead the group into trouble with a minimum of work from me -- all I have to do is suggest that there's evil to be found lurking behind a closed door, and Uldane will be there ready to throw the door open and fight it. That makes my job easier! As Bill was talking about his dream of finding a *holy avenger*, I scribbled a note reminding me to upgrade the sword -- instead of giving out magic short swords as treasure, I'll have the sword Uldane found "awaken" as the campaign progresses, proving that Uldane's faith in Avandra's call was not misplaced. At one point in our session on Friday, Bill said something about willing the sword to start glowing, so I'm hoping he'll do that again at a point where it's appropriate for me to make it do just that.

Etholas (Jeremy) is an elf druid. He was born just before the destruction of the Burning Wood, and most of his family was killed. His mother, though, carried him out of the forest and raised him in Greenbrier. Though he grew up in an environment where all the races mingled together and thus didn't have a strong sense of racial identity as an elf, he still felt drawn to the Fire Glade and has become its sort of caretaker, visiting it and the surrounding wood in his favored beast form, that of a stag. His mother taught him about the mighty primal magic of their ancestors, and his dream is to restore the Burning Wood.

Jeremy said that reading the campaign background tilted the balance between playing a gnome of some sort and playing an elf druid. Something in that text made him want to play a primal character. That's good news for me, because it means that Etholas is invested in the story of the world already and wants to fight against the Depravation spreading from the chasm. I also suggested that his mother, who rescued him from the destruction of the forest and raised him in Greenbrier, might be Birel Stormwatcher, the oldest resident of the village, and Jeremy went for it. So I've also got him hooked into her story and her rivalry (sort of) with Marti Veran. His role as caretaker of the Fire Glade also helped me connect him to other characters.

Oskar (Mike) is a dwarf ranger and devotee of Ioun, an explorer and naturalist who seeks to push back the darkness that has gripped the world and uncover the secrets it hides. He wanted to come from someplace far away, and said that he'd read about Greenbrier in some ancient book. (When I told him an ancient book might have described the village as a sort of outpost of Cendriane, he reported to the rest of the players that it was connected to the Shadowfell somehow, thereby establishing his character as the sort of guy who gets his facts mixed up a lot.) Mike also said that he wants his character to use his skills a lot, which came up when he used the Heal skill to get Uldane up off the floor during the first encounter.

Because of Oskar and Nordil (the group's other dwarf), I expanded my map a bit, deciding on the fly that there's a spur of mountains far to the south, a branch of the Frosthorn Peaks, where there's an ancient dwarf stronghold. Like Uldane, Oskar is a great adventure facilitator. For Mike's sake, I'm going to want to include a lot of skill challenges in this campaign, which suits me, but also adds some pressure, because this is the same Mike who writes the Ruling Skill Challenges column! His devotion to Ioun suggests that I can connect him to Havrakhad, the oracle I added at the last minute to the campaign handout, but I haven't pursued that connection yet. Eventually, that connection can be a good way for me to work the themes of the Prophecy into the game.

Nordil (Chris) is a dwarf shaman with a shaggy bear spirit companion named Nugget. According to Nordil, he was cast out of the southern dwarf stronghold because of his cowardice—his refusal to do dwarfy things like fight orcs. They told him to come back when he grew a spine. So he attached himself to Oskar for protection. As they traveled northward, Nordil woke up one morning with a blue spirit bear peering down at him, scaring him half to death. He doesn't know why Nugget has attached himself to Nordil, but he's beginning to explore the power that his spirit companion offers. Nordil's goal is to try to conquer his fear, and having a shaggy bear spirit beside him seems to be a good first step.

Chris gave me plenty to work with, starting with his attachment to Oskar. I asked whether Chris had any idea why Nugget had appeared to Nordil (since it was clear that Nordil had no clue), and he's still thinking about it. I said that when Oskar and Nordil arrived in Greenbrier, Nugget silently led Nordil to the Fire Glade, where he met Etholas. Plenty of connections and lots of comic relief from Nordil's overwhelming fear!

Turuk (the other Chris) is a goliath barbarian. He left his tribe in the Frosthorns because he heard Avandra calling to him on the wind, drawing him to the east. Chris described the story of when he met the other characters: He observed them drinking in the

common house for a few nights in a row, then challenged them all to a drinking contest.

Turuk and Uldane have a connection in their shared devotion to Avandra, but it remains to be seen just how that's going to play out. Chris asked while he was making his character whether it would be better for the campaign if he spoke Dwarven or Giant, and I decided to let him choose. He chose Giant, and I made a note to myself to make sure that choice became meaningful at some point in the campaign. Right now, I have no idea how I'm going to do it, but I have the note written down.

Finally, **Grimbold** (Rich) is a shifter warden. He's a woodsman who was raised by his uncle in the vicinity of the Burning Wood. Grimbold is a bit savage, blunt, and coarse, and Rich didn't give me much in terms of motivation. Jeremy offered the story of how Grimbold and Etholas met: Grimbold and his uncle shot Etholas when the druid was in stag form. Realizing their error, they tended him until he returned to full health.

Nobody has said anything to me about the NPC connections I proposed in the campaign handout (to Jander and the lost knight of the Topaz Order), so I might impose the latter connection on Grimbold. I think it would fit -- it's not a very intrusive connection (a tie to a dead person is better in that regard than a living person who can interfere in a character's life), and it will help tie Grimbold into the story of the campaign a little better.

Rites of Passage? Wrong!

I've been assuming since very near the beginning of this whole thing that I would start the campaign with characters approaching their rites of passage, which meant spending a night in the chasm. I realized the fatal flaw in that plan, actually, not this past Friday, but a couple of weeks ago when I introduced a friend of my son's to *D&D* by sending the two of them into Greenbrier Chasm. The problem? Their characters were in their 40s -- a little late for a rite of passage.

I didn't want to make the same mistake this time around, but I wasn't landing on a satisfying solution that would get the characters down into the chasm for their first adventure. Ultimately, I decided that the best way to start the campaign with a bang was with two words:

"Roll initiative!"

I put the characters on the map (the Caves of Chaos map from The Frostfell Rift, a *Fantastic Locations* product from a couple years back), described the wretched-looking, degenerate goblins arrayed around them, and started combat.

My plan was that when the first encounter finished, I would get them to help me figure out what had brought them down into the chasm. I have some seeds I know about, and it might just be a matter of tying those seeds to specific characters and letting them sort out how they as a group decided to venture together into the chasm. Or maybe they'll come up with something I wouldn't have thought of on my own.

The problem on Friday was that we didn't quite finish the first encounter. All but three of the goblins are dead, but when one of those last three tried to run away, two of the characters followed. So we ended the session just at the point where Uldane had opened the door on a new batch of goblins (and a couple of mad slashers). It looks like we'll get through two encounters before the characters figure out what they're doing there.

Clearly, we're not done developing characters and their connections to the story of the campaign. I need to figure out who might know Jander, unless I want to change that connection to the Prophecy to involve the oracle and Oskar instead. I haven't asked the players about past brushes with death yet, and I need to figure out who might be connected with the Keepers. Maybe that's Grimbold, and I'll tie Uldane to the Topaz Order instead. Perhaps the sword Uldane pulled from the river is set with a topaz in the hilt, so it's not a family connection but an important one nonetheless ... .

The Idea File

I'll end this month by sharing some of the work I've been doing in giving stats to the monsters in my drawer full of aberrant miniatures. Specifically, here's the mad slasher I created for encounter 2. This monster originally appeared in the 3rd Edition *Miniatures Handbook*, where its entire shtick was basically the Whirlwind Attack feat. Here's how it might look in 4th Edition terms:

Level 2 Brute		
Medium aberrant beast		XP 125
Initiative +4		
Senses Perception +2; darkvision		
HP 41; **Bloodied** 20 (see also *bloodied frenzy*)		
AC 14; **Fortitude** 14, **Reflex** 15, **Will** 12		
Speed 8		
⊕ **Claw** (standard; at-will)		
+5 vs. AC; 2d6+3 damage.		
✧ **Whirlwind Attack** (standard; recharge ⚅ ⚄ ⚃)		
Close burst 1; +3 vs. AC; 2d10+3 damage		
Bloodied Frenzy (free action when the mad slasher becomes bloodied; encounter)		
The mad slasher makes a *whirlwind attack*.		
Alignment Chaotic evil		
Languages –		
Skills Acrobatics +9, Stealth +9		
Str 14 (+3)	**Dex** 17 (+4)	**Wis** 12 (+2)
Con 11 (+1)	**Int** 4 (-2)	**Cha** 6 (-1)

About the Author

James Wyatt is the Design Manager for D&D® and one of the lead designers of D&D 4th Edition. In over seven years at Wizards of the Coast, he has authored or co-authored award-winning adventures and settings including the *Eberron® Campaign Setting*, *City of the Spider Queen*™, and *Oriental Adventures*®. His more recent works include *Expedition to Castle Ravenloft*™, *Cormyr: The Tearing of the Weave*™, and *The Forge of War*™. Most recently, he was the author of the 4th Edition *Dungeon Master's Guide*®.